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ACCOUNT NO. : 072100000032

REFERENCE : 892664 7106884

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -9 PM 3:35

ORDER DATE : November 9, 2000

ORDER TIME : 12:55 PM

ORDER NO. : 892664-005

500003459715--8

CUSTOMER NO: 7106884

CUSTOMER: Mr. James D. Appelt
Appelt & Nall, Cpa

1811 North Belcher Road
Suite I-2
Clearwater, FL 33765

DOMESTIC FILING

NAME: INTEGRATED WEALTH MANAGEMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds - EXT. 1156

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

INTEGRATED WEALTH MANAGEMENT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTEGRATED WEALTH MANAGEMENT, INC.

The address of the principal office of this corporation shall be 1811 North Belcher Road, #I-2, Clearwater, Florida 33765, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Glenn B. Shane Dir.	1811 North Blecher Road #I-2 Clearwater, Florida 33765
Thomas Davis Dir.	1811 North Belcher Road #I-2 Clearwater, Florida 33765
James D. Appelt Dir.	1811 North Belcher Road #I-2 Clearwater, Florida 33765

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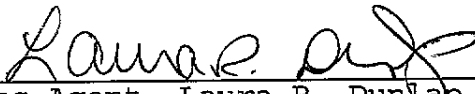
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

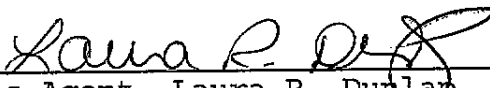
The Company Corporation.
2711 Centerville Road Suite 400.
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on November 9, 2000.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

SXK