P000000105712

ACCOUNT NO. : 072100000032

REFERENCE : 895972   167868A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : $ 70.00

ORDER DATE : November 13, 2000

ORDER TIME : 10:54 AM

ORDER NO. : 895972-005

CUSTOMER NO: _167868A

CUSTOMER: Ms. Jennifer Chavis
First Union Corporation

One First Union Center, Nc0630
Legal Division - Floor Tw-30
Charlotte, NC 28288-0360

7000034612D7--0

DOMESTIC FILING

NAME: FIRST UNION SECURITIES
          FINANCIAL NETWORK, INC.

EFFECTIVE DATE:

XX ____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX ____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
                        EXAMINER'S INITIALS: 11/13/00

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I   NAME
The name of the corporation shall be:

First Union Securities Financial Network, Inc.

ARTICLE II   PRINCIPAL OFFICE
The principal place of business/mailing address is:
301 South College Street
81st Floor
Charlotte, NC 28288-0630

ARTICLE III   PURPOSE
The purpose for which the corporation is organized is:

To facilitate an acquisition.

ARTICLE IV   SHARES
The number of shares of stock is:

100

ARTICLE V   INITIAL OFFICERS/DIRECTORS (optional)
The name(s) and address(es):

ARTICLE VI   REGISTERED AGENT
The **name and Florida street address** of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL, 32301

ARTICLE VII   INCORPORATOR
The **name and address** of the Incorporator is:

David Hebner
301 S. College Street
Charlotte, NC 28288-0630

****
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By: _____ BRIAN COURTNEY, ASST. V.P.   11-13-00

Signature/Registered Agent   Date

_____   11-10-00

Signature/Incorporator   Date