

EFFECTIVE DATE
01-01-2001

FILED

00 DEC -8 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600003492296--7
-12/08/00--01099--009
*****70.00 *****70.00

SUBJECT: THOMAS KAY FINANCIAL GROUP, INC.

(Proposed Corporate Name – Must Include Suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00	\$78.75	\$122.50	\$131.25
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate	& Certified Copy	Certified Copy
			& Certificate

ADDITIONAL COPY REQUIRED

FROM: THOMAS KAY FINANCIAL GROUP

Name (Printed or Typed)
2120 CORPORATE SQUARE BLVD. STE. 29

Address
JACKSONVILLE, FL 32216

City, State & Zip
904-726-9360

Daytime Telephone Number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I
NAME

The name of this corporation is:

THOMAS KAY FINANCIAL GROUP, INC.

ARTICLE II
EFFECTIVE DATE

The corporation shall begin on **1 JAN 2001** and shall have perpetual existence.

ARTICLE III
PURPOSE

To transact any lawful business and to exercise all powers granted to corporations by the laws of the United States and the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address is:

**2120 CORPORATE SQUARE BLVD
STE 29
JACKSONVILLE, FL 32216**

ARTICLE V
SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is **one hundred (100)** shares common stock, each having the par value of one dollar (\$1.00).

ARTICLE VI
INITIAL REGISTERED AGENT

The initial registered agent and street is:

**GEORGE M BLOOMER
2362 A BLANDING BLVD
MIDDLEBURG, FL 32068**

ARTICLES OF INCORPORATION

ARTICLE VII INCORPORATOR

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

**THOMAS R KAY
2120 CORPORATE SQUARE BLVD #29
JACKSONVILLE, FL 32216**

ARTICLE VIII DIRECTOR

The corporation shall have two directors initially, whose names and street addresses are as follows:

PRESIDENT

**THOMAS R KAY
2120 CORPORATE SQUARE BLVD #29
JACKSONVILLE, FL 32216**

ARTICLE IX MISCELLANEOUS

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting of any defect of insufficiency notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any from.

ARTICLES OF INCORPORATION

F. Unless otherwise provided in the By-laws, stockholders shall have a pre-emptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transactions between this corporation and any other corporation shall be affected by the fact that any director or officer of the corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract of transaction of this corporation or in which this corporation is interested.

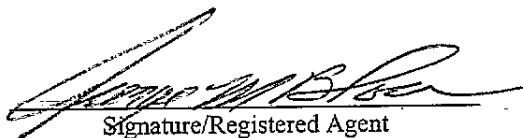
ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of corporation,, executed these Articles of Incorporation and certified the truth of the facts herein stated.

 12/4/00
Signature/Incorporator Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

 12/4/00
Signature/Registered Agent Date