

CORNERSTONE CAPITAL ADVISORS, INC.

3649 Crown Point Court
Jacksonville, Florida 32257

(904) 268-2684

Fax (904) 268-1390

500003506445-5
-12/19/00-01098-003
*****78.75 *****78.75

CERTIFIED MAIL

Friday, December 15, 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 19 PM 2:15

Dear Receiving Agent:

Please find enclosed executed articles of incorporation for Cornerstone Capital Advisors, Inc. including the filing fee of \$78.75.

Thank you in advance for your attention to this very important manner. Please call at your earliest convenience with any questions.

Sincerely,



Charles V. Clements
Principal

g 12/27/00

ARTICLES OF INCORPORATION

OF

CORNERSTONE CAPITAL ADVISORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 19 PM 2:16

The undersigned subscribers, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq. and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE I. NAME

The name of this Corporation shall be CORNERSTONE CAPITAL ADVISORS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 3649 Crown Point Court, Jacksonville, Florida 32257.

ARTICLE III. PURPOSE

The general and specific purposes for which CORNERSTONE CAPITAL ADVISORS, INC. is organized are to:

- A. Engage in the business of financial advisory services to individuals and businesses.
- B. Purchase, sell, receive take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra- structural development.
- C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or other wise, and selling or other wise disposing of the

- same, or any part thereof, or interest therein.
- D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.
 - E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, and contractors, to engage in the Corporation's objectives.
 - F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate Laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage business.
 - G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.
 - H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
 - I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the Corporation is authorized to be 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 2119 Riverside Avenue, Jacksonville, Florida 32204. The name of the initial registered agent at that address is L. Michael Maddox, Esquire

ARTICLE VII. BOARD OF DIRECTORS

Its board of directors shall manage the business of the Corporation. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
Charles V. Clements	3649 Crown Point Court Jacksonville, Florida 32257
Jimmy M. Smith	3649 Crown Point Court Jacksonville, Florida 32257
George R. Hentschel	3649 Crown Point Court Jacksonville, Florida 32257

ARTICLE VIII. SUBSCRIBER (S)

The name and address of the person signing these articles of incorporation as subscriber are:

Name

Address

Charles V. Clements

3649 Crown Point Court

Jacksonville, Florida 32257

ARTICLE IX. SHAREHOLDER ACTION

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE X. CORPORATE BY- LAWS

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive rights of any holder are determined by the ration of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XII. VOTING RIGHTS

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as any candidates as he may wish. Any

shareholder must give notice to the President or a Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the selection of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII. SHARE TRANSFER RIGHTS

No shareholder, his heirs, personal representative or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this Corporation or to other stockholders without written notice as hereinafter provided. The offer to sell the stock shares shall be made to the Corporation at a price of book value and said offer shall remain open to the Corporation for a period of 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on December 15, 2000.

A handwritten signature in cursive script that reads "Charles V. Clements". The signature is written in dark ink and is positioned above a solid horizontal line.

Charles V. Clements

STATE OF FLORIDA

COUNTY OF Duval

The forgoing articles of incorporation were acknowledged before me this 15th day of December 2000, by Charles V. Clements, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Vicki K Terry
Vicki K Terry
NOTARY PUBLIC



Vicki K. Terry
MY COMMISSION # CC860661 EXPIRES
December 4, 2003
BONDED THRU TROY PAINE INSURANCE, INC.

Commission Number:

CC860661

My commission expires: 12/4/03

CONSENT OF INCORPORATORS

The undersigned, being all of the incorporators of Cornerstone Capital Advisors, Inc., do hereby consent to the following persons being elected as the initial directors of Cornerstone Capital Advisors, Inc.:

<u>Name</u>	<u>Address</u>
Charles V. Clements	3649 Crown Point Court Jacksonville, Florida 32257
Jimmy M. Smith	3649 Crown Point Court Jacksonville, Florida 32257
George R. Hentschel	3649 Crown Point Court Jacksonville, Florida 32257

A meeting of the initial directors is hereby called for at 10:00 a.m., 3649 Crown Point Court, Jacksonville, Florida 32257, on December 22, 2000, to complete the organization of the corporation.

Charles V. Clements December 14, 2000
Charles V. Clements

Jimmy M. Smith December 14, 2000
Jimmy M. Smith

George R. Hentschel December 14, 2000
George R. Hentschel

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CONSENT TO SERVE AS REGISTERED AGENT 00 DEC 19 PM 2:16

FOR

CORNERSTONE CAPITAL ADVISORS, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: December 14, 2000


L. Michael Maddox, Esquire