

**GRAY HARRIS ROBINSON
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ROBERT J. BERTRAND
ATTORNEY AT LAW

EFFECTIVE DATE
2-23-01

FILED
01 FEB 27 PM 1:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

WRITER'S DIRECT DIAL

(863) 284-2213

E-MAIL ADDRESS
rbertrand@ghrlaw.com

201000031927
February 26, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

800003782578--5
-02/27/01--01073--007
*****78.75 *****78.75

Re: Allen & Company Financial Corporation and
Allen & Company Investment Corporation

Dear Sir or Madam:

First, enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Allen & Company Financial Corporation. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Next, enclosed please find the original and one copy of Articles of Incorporation for a second new Florida corporation to be known as Allen & Company Investment Corporation. Again, please file the original Articles and return the copy to me, duly certified to show the date of filing.

It is intended that both Allen & Company Financial Corporation and Allen & Company Investment Corporation will be affiliates of two existing Florida corporations, namely, Allen & Company of Florida, Inc. and Allen & Company Mortgage Corporation. As a result, enclosed please find the original of a consent letter duly executed on behalf of Allen & Company of Florida, Inc. specifically consenting to the formation of a Florida corporation with the name of "Allen & Company Financial Corporation" and a second Florida corporation with the name of "Allen & Company Investment Corporation". Likewise, enclosed please find the original of a consent letter duly executed on behalf of Allen & Company Mortgage Corporation duly executed on behalf of Allen & Company Mortgage



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GRAY HARRIS ROBINSON LANE TROHN

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February 26, 2001

Corporation specifically consenting to the formation of a Florida corporation with the name of "Allen & Company Financial Corporation" and a second Florida corporation with the name of "Allen & Company Investment Corporation".

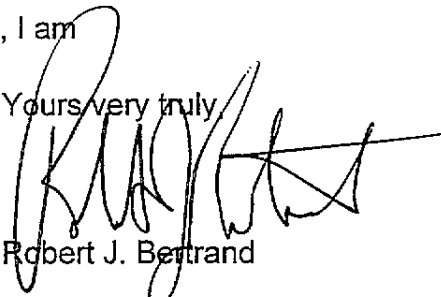
Next, enclosed please find our Firm's check in the amount of \$78.75 to cover the filing fee of \$70.00 and the fee for the certified copy of \$8.75 with respect to Allen & Company Financial Corporation.

Next, enclosed please find our Firm's check in the amount of \$78.75 to cover the filing of \$70.00 and the certified copy fee of \$8.75 with respect to Allen & Company Investment Corporation.

If there are any questions concerning either the Articles of Incorporation for Allen & Company Financial Corporation or the Articles of Incorporation for Allen & Company Investment Corporation, I would very much appreciate your telephoning me collect at 863/284-2213 in Lakeland.

Thanking you for your usual cooperation, I am

Yours very truly


Robert J. Bertrand

RJB/mcd

Enclosures

xc: Mr. Ralph C. Allen
Mr. Roy J. McCraw, Jr.
William A. Grimm, Esquire

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALLEN & COMPANY INVESTMENT CORPORATION

ARTICLE I - NAME

The name of this corporation is ALLEN & COMPANY INVESTMENT CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803, and the mailing address of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of voting common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803 and the name of the initial registered agent of

this corporation at that office is Ralph C. Allen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

NAMES

ADDRESSES

Ralph C. Allen

1401 South Florida Avenue
Lakeland, Florida 33803

Roy J. McCraw, Jr.

1401 South Florida Avenue
Lakeland, Florida 33803

Thomas M. Sheridan

1401 South Florida Avenue
Lakeland, Florida 33803

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

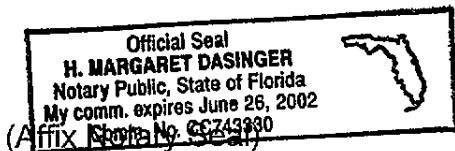
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of February, 2001.


ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 23rd day
of February, 2001, by Robert J. Bertrand, who is personally known to me.



H. Margaret Dasinger
NOTARY PUBLIC, State of Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Ralph C. Allen
Ralph C. Allen, Registered Agent

DATE: 2/23/01

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA