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KAYE SCHOLER LLP

FILED
01 DEC -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phillips Point
West Tower, Suite 900
777 South Flagler Drive
West Palm Beach, Florida 33401-6163
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December 3, 2001

VIA FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

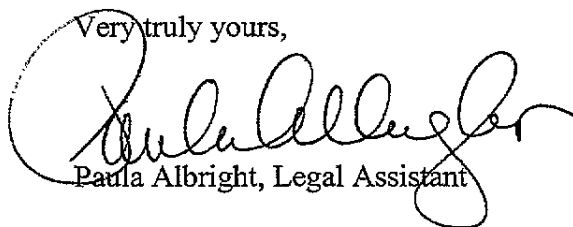
RE: *William O. Foster, Financial Advisor, Inc.*

Dear Sir or Madam:

Enclosed are an original and two (2) copies of the articles of incorporation for the entity referenced above, together with this firm's check in the amount of \$87.50. Once this corporation has been established please forward confirmation of the filing, a certified copy of the articles and a certificate of status.

Should you have any questions or require additional information please do not hesitate to contact this office.

Very truly yours,



Paula Albright, Legal Assistant

:pma
Enclosures

K:\Foster\Ltr to Div of Corp with Articles.120301.pma.wpd

ARTICLES OF INCORPORATION
OF
WILLIAM O. FOSTER, FINANCIAL ADVISOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is WILLIAM O. FOSTER, FINANCIAL ADVISOR, INC. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is five hundred (500) shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be 101 Bradley Place, Suite 201, Palm Beach, Florida 33480, and its mailing address shall be 101 Bradley Place, Suite 201, Palm Beach, Florida 33480.

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Manuel Kushner, Esquire
Kaye Scholer, LLP
Phillips Point, West Tower, Suite 900
777 South Flagler Drive
West Palm Beach, Florida 33401

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

ADDRESS

Lynda Foster
President/Director

101 Bradley Place, Suite 201
Palm Beach, Florida 33480

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

NAME

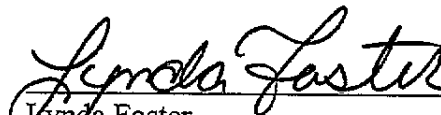
ADDRESS

Lynda Foster

101 Bradley Place, Suite 201
Palm Beach, Florida 33480

IN WITNESS WHEREOF, I have hereunto set my hand this 3 day of December, 2001.

INCORPORATOR


Lynda Foster

STATE OF FLORIDA

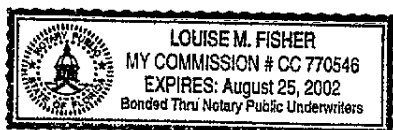
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: ss

COUNTY OF PALM BEACH

:

The foregoing instrument was acknowledged before me this 3 day of December, 2001
by LYNDA FOSTER, who is personally known to me or who has produced
FL Diveres License as identification.



Louise Fisher

Notary Public

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is WILLIAM O. FOSTER, FINANCIAL ADVISOR, INC.
2. The name and address of the registered agent and office is Manuel Kushner, Esquire, Kaye Scholer, LLP, Phillips Point, West Tower, Suite 900, 777 South Flagler Drive, West Palm Beach, Florida 33401.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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


Manuel Kushner

Dated: 12-3-01