

FROM: HOLLAND AND KNIGHT

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From:
Account Name : HOLLAND & KNIGHT
Account Number : 075350000340
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FLORIDA PROFIT CORPORATION OR P.A.

Phillip Roy Financial, Inc.

Certificate of Status	0
Certified Copy	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PHILLIP ROY FINANCIAL, INC.**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation shall be PHILLIP ROY FINANCIAL, INC.

ARTICLE II
Principal Office

The principal office of the Corporation is located at 28473 U.S. 19 North Suite 600, Clearwater, Florida 33761 and its mailing address is the same.

ARTICLE III
Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$.01 par value per share.

ARTICLE VI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 200 S. Orange Avenue, Suite 2600, Orlando, Florida 32801. The initial registered agent of the Corporation at the registered office shall be Intrastate Registered Agent Corporation.


ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

Name
Scott MacLeod

Address
200 S. Orange Avenue
Suite 2600
Orlando, Florida 32801

Executed this 7th day of October, 2003.



Scott MacLeod, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

INTRASTATE REGISTERED AGENT CORPORATION


Glenn Adams, Vice President

Date: October 7, 2003

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