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05 AUG 29 AM 7:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 8-32

JAMES L. ADE, P.L.
ATTORNEY AT LAW
841 PRUDENTIAL DRIVE - SUITE 1400
JACKSONVILLE, FLORIDA 32207
(904) 858-0123
FACSIMILE (904) 858-0124
JLA@JAXBUSINESSLAW.COM

August 11, 2005

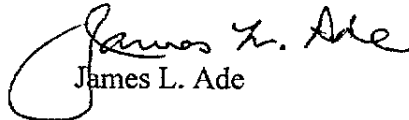
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ladies/Gentlemen:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation of Kalb & Associates, Inc., together with my firm check in the amount of \$78.75 to cover the filing fee and the cost of a certified copy. Once the Articles of Incorporation have been filed, I would appreciate your certifying one of the enclosed copies and returning it to me.

If you have any questions or need any additional information concerning this matter, please do not hesitate to call.

Sincerely yours,


James L. Ade

JLA/lefr

Enclosures

cc: Charles R. Kalb

JAMES L. ADE, P.L.
ATTORNEY AT LAW
841 PRUDENTIAL DRIVE - SUITE 1400
JACKSONVILLE, FLORIDA 32207
(904) 858-0123
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August 25, 2005

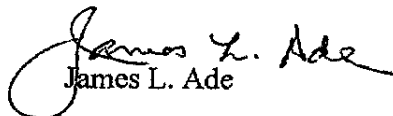
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ladies/Gentlemen:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation of Kalb Branch, Inc., together with a copy of your letter dated August 15, 2005, stating you had kept my firm check in the amount of \$78.75 to cover the filing fee and the cost of a certified copy. Once the Articles of Incorporation have been filed, I would appreciate your certifying one of the enclosed copies and returning it to me.

If you have any questions or need any additional information concerning this matter, please do not hesitate to call.

Sincerely yours,


James L. Ade

JLA/lefr

Enclosures

cc: Charles R. Kalb



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 15, 2005

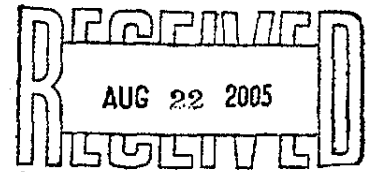
JAMES L. ADE, P.L.
841 PRUDENTIAL DR., STE. 1400
JACKSONVILLE, FL 32207

SUBJECT: KALB & ASSOCIATES, INC.
Ref. Number: W05000038529

RECEIVED

05 AUG 29 AM 10:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



We have received your document for KALB & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filings Section

Letter Number: 205A00052060

**ARTICLES OF INCORPORATION
OF
KALB BRANCH, INC.**

ARTICLE I.

NAME

The name of this corporation is KALB BRANCH, INC.

ARTICLE II.

PURPOSE

This corporation is organized for the purpose of rendering compliance and branch manager services for Independent Financial Advisors in accordance with the rules and regulations of the National Association of Securities Dealers, the Securities and Exchange Commission and American Express Financial Advisors, Inc. and engaging in and transacting all other business not in conflict with said purpose as may be permitted under the laws of the State of Florida.

ARTICLE III.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 6817 Southpoint Parkway, Suite 1103, Jacksonville, Florida 32216.

ARTICLE IV.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

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05 AUG 29 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 6817 Southpoint Parkway, Suite 1103, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Charles R. Kalb. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

Charles R. Kalb
6817 Southpoint Parkway, Suite 1103
Jacksonville, Florida 32216

ARTICLE VIII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant

to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 21 day of August, 2005.

A handwritten signature in black ink, appearing to read 'C. Kalb', is written over a horizontal line.

Charles R. Kalb, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
KALB BRANCH, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, Charles R. Kalb, located at 6817 Southpoint Parkway, Suite 1103, Jacksonville, Florida 32216, having been named as registered agent to accept service of process upon KALB BRANCH, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 21 day of August, 2005.



Charles R. Kalb, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA