

**Electronic Articles of Incorporation  
For**

P08000034404  
FILED  
April 03, 2008  
Sec. Of State  
jshivers

SUTTER MORGAN SECURITIES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

SUTTER MORGAN SECURITIES, INC.

**Article II**

The principal place of business address:

511 NE 94TH STREET  
MIAMI SHORES, FL. 33138

The mailing address of the corporation is:

511 NE 94TH STREET  
MIAMI SHORES, FL. 33138

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

100,000,000

**Article V**

The name and Florida street address of the registered agent is:

GREAT ALLY USA, INC.  
511 NE 94TH STREET  
MIAMI SHORES, FL. 33138

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: SCOTT J. SILVERMAN, DVP

### **Article VI**

The name and address of the incorporator is:

GREAT ALLY USA, INC.  
511 NE 94TH STREET

MIAMI SHORES, FL 33138

Incorporator Signature: SCOTT J. SILVERMAN, DVP

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP  
SCOTT J SILVERMAN  
511 NE 94TH STREET  
MIAMI SHORES, FL. 33138 US

Title: DVP  
STUART D COOPER  
511 NE 94TH STREET  
MIAMI SHORES, FL. 33138 US

Title: DST  
BRUCE S TRULIO  
511 NE 94TH STREET  
MIAMI SHORES, FL. 33138 US

### **Article VIII**

The effective date for this corporation shall be:

04/03/2008