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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAUREN RUT 4 2008

TRANSMITTAL LETTER

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

SUBJECT: RAYMOND JAMES INTERNATIONAL HOLDINGS, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Paul L. Matecki, General Counsel
Name (printed or typed)

880 Carillon Parkway
Address

St. Petersburg, FL 33716
City, State & Zip

727-567-5180
Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

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The undersigned, Robert A. Miller, Director
(Name) (Title) SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of Raymond James International Holdings, Inc. a foreign corporation,
(Corporation Name)

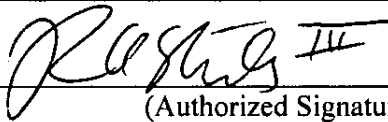
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 2, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Raymond James International Holdings, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Raymond James International Holdings, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Delaware
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Director, of Raymond James International Holdings, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 1st day of October, 2008.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

FILED

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**ARTICLES OF INCORPORATION
OF**

RAYMOND JAMES INTERNATIONAL HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation (the "Corporation") is: Raymond James International Holdings, Inc.

ARTICLE II

Registered Office and Agent

The Registered Agent for said Corporation is CT Corporation, located at 1200 South Pine Island Road, Plantation, Florida, 33324.

ARTICLE III

Objects and Powers

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

To engage in and carry on a general securities brokerage and financial business.

To underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals and to do any other act or thing permitted by law for the preservation, protection, improvement or enhancement of the value of such shares of stock, bonds, securities or other obligations including the right to vote thereon.

To undertake and carry on any business transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, commission men or agents.

To promote or assist financially or otherwise, corporations, syndicates, partnerships, individuals or associations of all kinds and to give any guarantee in connection therewith for the payment of money or for the performance of any obligation or undertaking.

To deal in shares, stocks, bonds, notes debentures, or other evidence of indebtedness or securities of any domestic or foreign corporations, or mutual investment companies, either as

principal, or as agent or broker, or otherwise. To acquire by lease, purchase, gift, devise, contract, concession, or otherwise, and to hold, own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, within or without the State of Delaware, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests, and properties of every kind, nature and description whatsoever.

To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of, any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use, operate, contract, or negotiate for, take licenses or other rights of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trademarks, trade names and symbols, distinction marks and indications of origin of ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, licenses, processes, data, and formulae of any and all kinds granted by, or recognized under or pursuant to laws of the United States of America, or of any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Delaware, and in any part of the world, goods, wares, merchandise, and property of every kind, nature and description.

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

Capital Stock

The Corporation is authorized to issue One Thousand (1,000) Shares of One Cent (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1200 South Pine Island Road, Plantation, Florida, 33324, and the name of the initial registered agent of this Corporation at the address is CT Corporation. The principal address and registered office address for this Corporation is 880 Carillon Parkway, St. Petersburg, Florida, 33716.

ARTICLE VI

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 by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Names</u>	<u>Addresses</u>
Robert A. Miller	880 Carillon Parkway St. Petersburg, FL 33716
Alfred R. Ernst, Jr.	880 Carillon Parkway St. Petersburg, FL 33716
Stephen G. Hill	880 Carillon Parkway St. Petersburg, FL 33716

ARTICLE VII

Incorporation

The name and address of the person signing these Articles is:

Paul L. Matecki, Esquire
880 Carillon Parkway
St. Petersburg, FL 33716

ARTICLE VIII

By-Laws

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX

Indemnification

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

ARTICLE X

Preemptive Rights

Stockholders shall not have preemptive rights.

ARTICLE XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 2008.



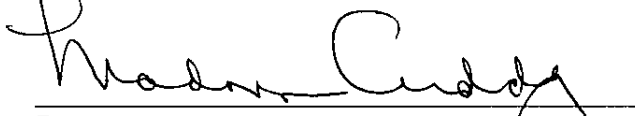
Paul L. Matecki

Acceptance By Registered Agent

Having been named to accept service of process for the above stated Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in her capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 16 day of October, 2008.

ET CORPORATION


By: **Madonna Cuddihy**
Special Assistant Secretary