

Division of Corporations

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Marty.Gladysz@RaymondJames.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Raymond James Canadian Acquisition, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RAYMOND JAMES CANADIAN ACQUISITION, INC.

The undersigned, acting as incorporator of Raymond James Canadian Acquisition, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Raymond James Canadian Acquisition, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

710 Carillon Parkway
St. Petersburg Florida 33716

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address and the name of the corporation's initial registered agent at that address:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws,

but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Steven Raney	710 Carillon Parkway St. Petersburg, Florida 33716
Thomas Macina	710 Carillon Parkway St. Petersburg, Florida 33716
Mark Moody	710 Carillon Parkway St. Petersburg, Florida 33716

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles L. Stutts	100 N. Tampa Street, Suite 4100 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, has executed these Articles of Incorporation this 26th day of October, 2011.


Charles L. Stutts, Incorporator

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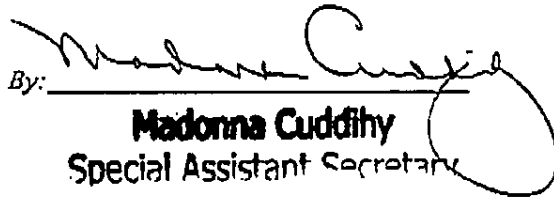
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Having been named as registered agent to accept service of process for Raymond James Canadian Acquisition, Inc., at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 25th day of October, 2011.

CT CORPORATION SYSTEM, Registered Agent

By: 
Madonna Cuddihy
Special Assistant Secretary

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