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SECRETARY OF STATE
ALLAHASSEF FLORIDA

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FAX AUDIT NUMBER H95000004765

ARTICLES OF INCORPORATION

OF

International Strategic Financial Advisors, Inc.

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

ARTICLE I

The name of the corporation is International Strategic Pinancial Advisors, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 601 Brickell Key Drive, Suite 805, Miami,

ARTICLE V

The street address of the Corporation's initial registered office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131 the name of the initial registered agent at such office is the law

Preparer: Ricardo Bajandas Allen & Galego** (see ficticious name filing for registered agent) 501 Brickell Rey Drive, Suite 805 Miami, Florida 33131 Ph. (305) 372-3300 PL BAR NO. 0987750 FAX AUDIT NUMBER H95000004765

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ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Onless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Nora Galego, Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the One day of April, 1995.

Nora Galego -Incorporator

FAX AUDIT NUMBER #95000004765

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for International Strategic Financial Advisors, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statues relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 27 day of April, 1995.

Allen & Galego

Vice-President

The foregoing instrument was acknowledged before me on this day of April, 1995 by Nora Galego to me personally known and

who have taken the oath.

OFFICIAL HOTARY SEAL CC413434

Public, State 40londa E

(Print Name) My Commission Expires: No

Dated as of the 27 day of April, 1995.

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING TO FORM. **APPLICATION** FLORIDA DEPARTMENT OF STATE FOR Sandra B. Mortham REINSTATEMENT Secretary of State DIVISION OF COMPORATIONS FILED **DOCUMENT #** P95000033328 I Corporation Name 96 DEC -6 AH 11: 36 INTERNATIONAL STRATEGIC FINANCIAL ADVISORS, INC SECRETARY OF STATE TALLAHASSEE, FLORIDA Principal Place of Business Mailing Address 601 BRICKELL KEY DRIVE 601 BRICKELL KEY DRIVE SUITE 805 MIAM! FL 33131 SUITE 805 MIAMI FL 33131 If above addresses are incorrect in any way, line through incorrect information and enter correction below. 2. New Principal Office Address, If Applicable 3. New Mailing Office Address, if Applicable Suite, Apt. v. etc. Date Incorporated or Qualified To Do Business In Florida Suite, Apt. #, otc. 04/28/1995 City & State 5. FEI Number City & State Žτρ Applied For Country Zin Noi Applicable 6. Country 7 Names and Street Addresses of Each Officer and/or Director (Florida nonprolit corporations must list at least 3 directors) CERTIFICATE OF STATUS DESIRED \$8.75 Ad Name of Officers and/or Directors Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) City / State / Zip 'D ROBERT LEGAULT 601 BARKELL KEY 33131 000002025220 -12/10/96--01153--006 ****375.00 ****375.00 8. Name and Address of Current Registered Agent 9. Name and Address of New Registered Agent **ALLEN & GALEGO** Name 601 BRICKELL KEY DRIVE Street Address (P.O. Box Number is Not Acceptable) SUITE 805 MIAMI FL 33131 Suite, Apt. #, Etc. 10. I, being appointed the registered agent of the bove na Zip Code n, am familiar will and accept the obligations of Section 607.0505, F.S corporation AGENT MUST SIGN 11. Does this corporation pay any intangible tax to the Dept. of Revenue und S. 199.032, Florida Statutes. (See other side for information on intangible tax.) Yes No 12. I certify that I am an officer or director or the receiver or trusted empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filling owed by the corporation have been paid and the names of individuals listed on this application is true and accurate, and my signature shall have the same and effect as if made under oath. SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING SIGNATURE:

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