

SHADOWITZ ASSOCIATES, P.A.
ATTORNEYS AT LAW

Beth L. Shadowitz*
Mitchell L. Shadowitz*
Admitted NY and FL

April 28, 1995

BY FEDERAL EXPRESS
Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

TRIAL COUNSEL
Paul Buschmann
James T. Ferrara
Brian S. Fox
Scott H. Michaud
Marc T. Millian
Michael K. Mittelmark

100001473741
-05/03/95--01125--010
****122.50 ****122.50

SUBJECT: NEW CORPORATION
CHASE MUTUAL INVESTMENT SERVICES, INC.

Dear Sir/Madam:

Enclosed please find for filing an original and one copy of the articles of incorporation for the above new corporation. Also enclosed is a letter from the Department of State confirming that the above name was reserved on April 14, 1995 along with a cover letter from Greenberg & Traurig referencing same.

We enclose herewith our Trust Account check in the sum of \$122.50 to cover the filing fees and for a certified copy of the articles of incorporation.

Very truly yours,
Shadowitz Associates, P.A.

Mitchell L. Shadowitz

MLS/cas

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA
MAY -4 AM 8:20

00670
0036/ 5/9/95
00502 (TS)

Telephone: 407-367-9120

1200 N. Federal Highway, Suite 200
Boca Raton, Florida 33432
Facsimile 407-367-9125

AFFILIATED WITH THE OFFICES OF
WHITE, FLEISCHNER, FINO & WADE
New York, New Jersey and London, England



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1995

OSCAR LEVIN
GREENBERG, TRAUIG, ET AL.
1221 BRICKELL AVE.
MIAMI, FL 33131

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 14 1995
11:38:20

The name CHASE MUTUAL INVESTMENT SERVICES, INC. has been reserved for 120 days beginning April 14, 1995. The reservation number is R95000001686 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 195A00017321

FILED
CLERK OF DISTRICT COURT
JAN 11 1980
MIAMI, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHASE MUTUAL INVESTMENT SERVICES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, under the provisions of Florida Statutes Sections 607.0101 et. seq. does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME The name of this corporation shall be:

CHASE MUTUAL INVESTMENT SERVICES, INC.

ARTICLE II

ADDRESS The address of the principle office of the Corporation is c/o Shadowitz Associates, P.A. 33 S.E. 8th Street, suite 100 Boca Raton, Florida 33432, and the mailing address for the Corporation shall be c/o Shadowitz Associates, P.A. 33 S.E. 8th Street, Suite 100, Federal Highway, suite 200, Boca Raton, Florida, 33432.

By majority vote of the shareholders, or if created by action of the Board of Directors, the principal office of Corporation, may from time to time be moved to any other address in Florida.

ARTICLE III

PURPOSE The general purposes for which the Corporation is formed are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To buy, sell, develop and/or otherwise invest in real estate and real property of any and all types.

D. To engage in, develop, continue and or otherwise transact business in international trade by and between the United States, Canada and Mexico, or any of them and to sell, market, purchase, manufacture, or service products in all r any of the above countries.

ARTICLE IV

AUTHORIZED SHARES The Corporation is authorized to issue one class of shares which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The Corporation is authorized to issue 1000 common shares, all shares are at \$1.00 par value per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT The street address of the Initial Registered Office of the Corporation is 1200 N. Federal Highway, Suite 200, Boca Raton, FL 33432, and the name of its initial Registered Agent at that address is Mitchell L. Shadowitz, Esq. c/o Shadowitz Associates, P.A.

ARTICLE VI

DURATION The duration of the Corporation is perpetual.

ARTICLE VII

MANAGEMENT BY STOCKHOLDERS/BOARD OF DIRECTORS

The business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be created and elected pursuant to the By-Laws of this corporation and the Laws of Florida.

ARTICLE VIII

INDEMNIFICATION The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850

ARTICLE IX

INCORPORATOR: The name and post office address of each Incorporator of these Articles of Incorporation is:

NAME:

Mitchell L. Shadowitz

ADDRESS

33 S. E. 8th Street
Suite 100
Boca Raton, FL 33432

ARTICLE X

AMENDMENT These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the stockholders or, if created by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders, and if a Board of Directors is created, all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28th day of April, 1995.

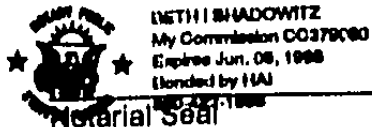
by: 

Mitchell L. Shadowitz, Esq.
Incorporator

State of Florida)
County of Palm Beach)

I, Beth I. Shadowitz, a Notary Public, do hereby certify that on the 28th day of April 1995, personally appeared before me, Mitchell L. Shadowitz, Esq. who by me being

duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.



M. L. Shadowitz

Notary Public

APR 28 1995
NOTARY PUBLIC
STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree that to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mitchell L. Shadowitz

Mitchell L. Shadowitz
Date: April 28, 1995