

1204 HAYS STREET

800-341-8086

TALLAHASSEE, FL 32301

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ACCOUNT NO. : 072100000032

REFERENCE : 625801 149697A

AUTHORIZATION :

Patricia Pzyet

COST LIMIT : \$ 70.00

700001522937

ORDER DATE : June 23, 1995

ORDER TIME : 3:33 PM

ORDER NO. : 625801

CUSTOMER NO: 149697A

CUSTOMER: Ms. Joyce Adkins
SWANN HADLEY DENION & ALVAREZ,
P.A.
P. O. Box 1961

Winter Park, FL 32790-1961

DOMESTIC FILING

NAME: INTERNATIONAL PORTFOLIO
SERVICES, INC.

FILED
95 JUN 26 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebhena Randolph

EXAMINER'S INITIALS: T. BROWN JUN 26 1995

ARTICLES OF INCORPORATION
OF
INTERNATIONAL PORTFOLIO SERVICES, INC.

FILED
95 JUN 26 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

INTERNATIONAL PORTFOLIO SERVICES, INC.

The address of the principal office of this corporation shall be 1031 West Morse Boulevard, Suite 270, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Page M. Himel Jr. Dir.	1031 West Morse Boulevard, Suite 270, Winter Park Florida 32789
Robert C. Zuloosky Dir.	Same
James McDonald Dir.	Same

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 23, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

FILED
55 JUN 26 AM 11
SEC. 607.0505
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby.)

SBR/sbr