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PHORE RESIDENTION

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August 23, 1995

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Fahnestock International, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation regarding the above to be filed and one copy to be returned to me.

Also enclosed a return envelope and my check in the sum of \$70.00 representing the following:

Filling Fee \$ 35.00 Filing of Registered Agent 35.00

Sincerely,

Joseph G. Bywater

JGB/mc

Enclosures

c: Mr. Wade Fahnestock

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ARTICLES OF INCORPORATION

OF

FAHNESTOCK INTERNATIONAL, INC.

ARTICLE I - NAME

The name of this corporation is Fahnestock International, inc and the business address of this corporation is 5875 by Lyhock Drive, Lakeland, Florida, 33813.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: advertising, marketing and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 5875 Hollyhock Drive, Lakeland, Florida, 33813, and the name of the initial registered agent of this corporation at that address is: Wade A. Fahnestock.

Article VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Wade A. Fahnestock 5875 Hollyhock Drive Lakeland, Florida 33813

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Joseph G. Bywater, 2000 E. Edgewood Drive, Suite 108 B, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the uncersigned subscriber has executed these Articles of Incorporation this the _____ day of August, 1995.

JOSEPH G. BYWATER

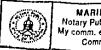
STATE OF FLORIDA COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph G. Bywater, whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 2.3.20 day of August, 1995.

Y) Willy & Carlon

Commission Expires Commission Number Notary Seal



MARILYN CARLSON Notary Public, State of Florida My comm. expires July 14, 1999 Comm. No. 467829 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT FAHNESTOCK INTERNATIONAL, INC.

WITH ITS PLACE OF BUSINESS AT LAKELAND, POLK COUNTY, FLORIDA

HAS NAMED WADE A. FAHNESTOCK

LOCATED AT 5875 HOLLYHOCK DRIVE

CITY OF LAKELAND STATE OF FLORIDA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGPEE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 7-/8-95

WADE A FAHNESTOCK Registered Agent

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