

TRANSMITTAL LETTER
P96000020993

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800001676838
-01/03/96--01063--0016
***131.25 ***131.25

SUBJECT: TRANS AMERICA INVESTMENT CO. LTD.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation a.
for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ROBERT L. Saylor
Name (printed or typed)

11015 FORUM PLACE, SUITE 300
Address

WEST PALM BEACH, FL 33401
City, State & Zip

(407) 697-8700
Daytime Telephone number

WFO-301
01/03/96
01506
01502
0167

1096
[Signature]

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORM-6 PH 3-



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

ROBERT L. SAYLOR
1615 FORUM PLACE STE 300
WEST PALM BEACH, FL 33401

SUBJECT: TRANS AMERICA INVESTMENT CO. LTD.
Ref. Number: W96000000501

We have received your document for TRANS AMERICA INVESTMENT CO. LTD. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00000809

ARTICLES OF INCORPORATION
OF
TRANS AMERICA INVESTMENT ADVISORY GROUP, INC.

RECORDED
STATE OF FLORIDA
ALLAN ROSSY, INC.
SEP 10 1981 PM 3:07

ARTICLE I. CORPORATE NAME

The name of this corporation is: TRANS AMERICA INVESTMENT ADVISORY GROUP, INC. The principal office address and registered office address of the corporation shall be:

1615 Forum Place, Suite 300, West Palm Beach, FL 33401

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall commence upon the signing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ALLAN ROSSY: 1615 Forum Place, Suite 300, West Palm Beach, FL 33401.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:
ALLAN ROSSY,
1615 Forum Place, Suite 300
West Palm Beach, FL 33401

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until (his)(their) successor(s) (is) (are) elected or appointed and (has) (have) qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ALLAN ROSSY
1615 Forum Place, Suite 300
West Palm Beach, FL 33401

ARTICLE IX. AMENDMENT

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

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT TRANS AMERICA INVESTMENT ADVISORY GROUP, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1615 FORUM PLACE, SUITE 300, WEST PALM BEACH, FL 33401, CITY OF WEST PALM BEACH, STATE OF FLORIDA, HAS NAMED ALLAN ROSSY LOCATED AT 1615 FORUM PLACE, SUITE 300, WEST PALM BEACH, FLORIDA 33401

CITY OF WEST PALM BEACH, FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Allan Rossy
(Corporate Officer)

TITLE: President / Incorporator

DATE: March 6, 1996

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

SIGNATURE: [Signature]
(Resident Agent)

DATE: 3/6/96

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 6th day of March, 1996.

Allen Rossy
Incorporator

RECORDED
MAY 11 1996
10:00 AM

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Allen Rossy,
to me known to be the person described as Incorporator and who executed the foregoing
Articles of Incorporation, and acknowledged before me that Allen Rossy
_____ subscribed to these Articles of Incorporation on this 6th day of March, 1996.

Margaret L. Burno
Notary Public, State of Florida
at Large
My Commission Expires:



MARGARET L. BURNO
My Commission CC368077
Expires Mar. 13, 1998
Bonded by HAI
800-422-1686