

P960000 23895

JOHN NORD, PRESIDENT
COM-VEST, INC.
8902 NORTH DALE MAJRY HWY. STE. 214
TAMPA, FLORIDA 33614

March 1, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32414

FILED
MAR 13 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

8000001735458
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*****70.00 *****70.00

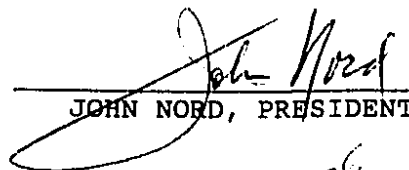
Enclosed please find the original and one copy of a proposed charter for the above-named corporation, together with my check in the amount of \$70.00 to cover the following:

| | |
|-------------------|--------------|
| Filing Fee | \$ 35.00 |
| Registering Agent | |
| Fee | <u>35.00</u> |
| | \$ 70.00 |

Also enclosed are the original and one copy of Certificate Designating the Registering Agent for the corporation.

After the charter has been approved and filed, kindly return the acknowledgement copy to me.

Very truly yours,


JOHN NORD, PRESIDENT

cc 678
cc 612
00671

316-5278
3-11-96





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1996

JOHN NORD
8902 NO. DALE MABRY HIGHWAY STE 214
TAMPA, FL 33614

SUBJECT: COM - VEST, INC.
Ref. Number: W96000005278

We have received your document for COM - VEST, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (804) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00010677

ARTICLES OF INCORPORATION

OF

COM - VEST, INC.

Article I - Name

The name of this Corporation is COM - VEST, INC.

Article II - Duration

This Corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business, including but not limited to, the opening of a broker's margin account.

Article IV - Capital Stock

This Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Stock".

Article V - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation and mailing address is 8902 North Dale Mabry Hwy, Ste. 214, Tampa, Florida 33614, and the name of initial registered agent of this Corporation is Lorrie Nord Eilers, 8902 North Dale Mabry Hwy. Ste. 214, Tampa, Florida 33614.

Article VII - Initial Board of Directors

This Corporation shall have three Directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

John Nord
8902 N. Dale Mabry
Suite 214
Tampa, Fl. 33614

Kim Nord Heinrich
2131 Willow Lauren Ln.
Windermere, Fl. 34786

Lorrie Nord Eilers
2609 Carroll Lake St
Tampa, Fl. 33618

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TALLAHASSEE, FLORIDA

Article VIII - Incorporators

The names and addresses of the persons signing these Articles of Incorporation are:

| | | |
|--------------------|------------------------|----------------------|
| John Nord | Kim Nord Heinrich | Lorrie Nord Eilers |
| 8902 N. Dale Mabry | 2131 Willow Lauren Ln. | 2609 Carroll Lake St |
| Suite 214 | Windermere, Fl. 34786 | Tampa, Fl. 33618 |
| Tampa, Fl. 33614 | | |

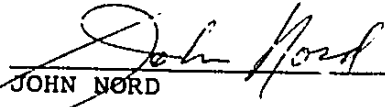
Article IX - Indemnification


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


Article X - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1ST day of March, 1996.


JOHN NORD

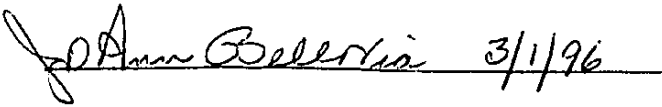

KIM NORD HEINRICH


LORRIE NORD EILERS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared JOHN NORD, KIM NORD HEINRICH and LORRIE NORD EILERS, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my official seal, in the state and county aforesaid, this 1ST day of March, 1996.

 3/1/96

JOANN BELLOVIA
Notary Public, State of Florida
My Comm. Expires April 21, 1998
No. CC 366383
Bonded thru Official Notary Service

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
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SECRETARY OF STATE
TAMPA, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
following is submitted, in compliance with said Act:

First -- That COM - VEST, INC. desiring to organize
under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at City of Tampa,
County of Hillsborough, State of Florida, has named Lorrie Nord
Eilers, located at 8902 North Dale Mabry Hwy, Ste. 214, Tampa,
Florida, 33614, County of Hillsborough, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By Lorrie Nord Eilers
LORRIE NORD EILERS
Resident Agent