

OTM Advisors, Inc.

P96000029161

March 25, 1996

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

300001759293
-03/27/96--01049--015
****122.50 ****122.50

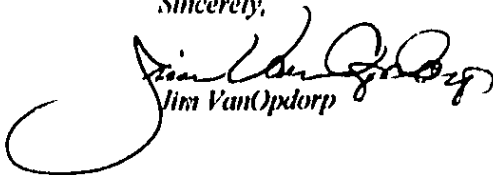
Re: Articles of Incorporation for OTM Advisors, Inc.

Dear Sirs/Madams:

Enclosed you will find Articles of Incorporation for subject corporation along with the filing fee of \$122.50. Please forward a certified copy of the recorded articles to the incorporator as soon as possible.

Thank you for your assistance.

Sincerely,


Jim VanOpdorp

enc.

FILED
96 MAR 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/3/96

ARTICLES OF INCORPORATION
OF
OTM ADVISORS, INC.

FILED

96 MAR 27 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: OTM Advisors, Inc., 400 West Atlantic Ave., Delray Beach, Fl 33444.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 400 West Atlantic Ave., Delray Beach, Fl 33444 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Robert Pavese.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

 Name
Robert Pavese

 Address
400 West Atlantic Ave.
Delray Beach, Fl 33444

ARTICLE VIII

The name and address of the incorporator is: Robert Pavese, 400 West Atlantic Ave., Delray Beach, Fl 33444.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Article X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

Article XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

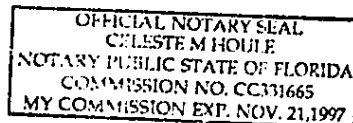
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of March, 1996.

Robert Pavese
Robert Pavese

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss.

The foregoing instrument was acknowledged before me on this 30th day of March, 1996, by Robert Pavese, as Incorporator of OTM Advisors, Inc., on behalf of the Corporation. He has produced his drivers license and did not take an oath. 72 110 # P 130 776 55 084

Celeste M. Houle
Notary Public
State of Florida at Large
My Commission Expires:



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


MAR 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First---That OTM Advisors, Inc., desiring to organize under the laws of the State of Florida, has named Robert Pavese as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 25 day of March, 1996.


Robert Pavese
Registered Agent

P96000029161
OTM Advisors, Inc.

August 27, 1996

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

Re: Change of address for OTM Advisors, Inc.

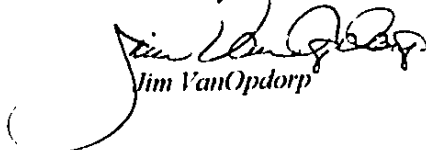
Dear Sirs Madams:

The Articles of Incorporation for OTM Advisors, Inc. were filed on March 27, 1996 and assigned document number P96000029161. The new address for the corporation, effective September 1, 1996, is as follows:

OTM Advisors, Inc.
3200 Shawnee Avenue, Suite 4
West Palm Beach, FL 33409

Thank you for your assistance.

Sincerely,


Jim VanOpdorp

enc.

11:21
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 AUG 29 PM 3:11