

CORPORATE : Contact Karen Rozar

P96000030434

RECEIVED
96 APR -4 PM 3:40
DIVISION OF CORPORATION

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CIS Acct. #

CIS Order #. 907768

170.00
AUTHORIZATION #072100000032

Patricia P. P. P.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BJ Capital Trading, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

100001770011

☒ Walk in ☐ Pick up time

☐ Certified Copy

☐ Mail out ☐ Will wait

☒ Photocopy

☐ Certificate of Status

W96-7354

| NEW FILINGS |
|---|
| <input checked="" type="checkbox"/> Profit |
| <input checked="" type="checkbox"/> NonProfit |
| <input type="checkbox"/> Limited Liability |
| <input type="checkbox"/> Domestication |
| <input type="checkbox"/> Other |

| AMENDMENTS |
|--|
| <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Resignation of R.A., Officer/Director |
| <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Dissolution/Withdrawal |
| <input type="checkbox"/> Merger |

| OTHER FILINGS |
|---|
| <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Name Reservation |

| REGISTRATION/QUALIFICATION |
|--|
| <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Other |

Examiner's Initials

96 APR -5 PM 2:04

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/8/96
PB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1996

CSC NETWORK
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: RJ CAPITAL TRADING, INC.
Ref. Number: W9600007354

We have received your document for RJ CAPITAL TRADING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of Incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00015546

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96 APR -8 PM 1:25
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
RJ CAPITAL TRADING, INC.

I.
Name

The name of the corporation shall be RJ CAPITAL TRADING, INC.

II.
Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be 2502 North Rocky Point Drive, Suite 745, Tampa, Florida 33607.

III.
Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) of the par value of TEN CENTS (\$0.10) each. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect.

No shareholder or other person shall have a preemptive right to acquire any treasury shares, presently authorized shares, or shares the Corporation may hereafter be authorized to issue. Shares of this Corporation may be issued and sold from time to time by direction of the Board of Directors to such persons and upon such terms and conditions as the Board of Directors deems proper and advisable.

IV.
Initial Registered Agent and Street Address

The Post Office address of the initial registered office of the Corporation is 209 Gladiolus, Anna Maria, Florida 34216 and the name of its initial registered agent at such address is JOSEPH ACEBAL.

V.
Incorporators

The name and the street address of the incorporator for these Articles of Incorporation are: Greg H. Walker, 11 Greenway Plaza, Suite 2606, Houston, Texas 77046-1105.

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TAMPA, FLORIDA

VI.
Initial Directors

Directors and Officers shall be elected and/or appointed in the manner set forth in the Bylaws of the corporation as from time to time amended.

The number of Directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve as Directors until the initial meeting of the Shareholders, or until their successors are elected and qualified are:

Richard D. Mikles
209 Gladiolus
Anna Maria, Florida 34216

Joseph Acebal
209 Gladiolus
Anna Maria, Florida 34216.

VII.
Limitation of Liability of Officers and Directors to Corporation
and
Indemnification and Hold Harmless Provisions

A director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any act or omission in the director's or officer's capacity except for (1) breach of the director's or officer's duty of loyalty; (2) an act or omission not in good faith that constitutes a breach of duty to the corporation; (3) an act or omission that involves intentional misconduct; (4) an act or omission from which the director or officer received an improper benefit; and (5) an act or omission for which the liability of a director or officer is expressly provided by applicable statute.

The Corporation shall indemnify and hold each and every director and officer harmless from any and all claims and causes of action brought against such director or officer for his acts or omissions in his director or officer capacity, save and except for those items #1 through #5 enumerated immediately above. The Corporation shall advance all reasonable attorney's fees and expenses as is necessary to defend each such said director or officer.

VIII.
Purpose(s)

The specific purpose(s) for which the corporation is organized are:

To own, manage, and operate a NASDAQ Small Order Execution System (SOES)

trading facility and other businesses.

To purchase and sell goods.

To perform services.

To do each and everything and conduct each and every type of business that a duly incorporated entity may lawfully do and conduct, and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

To do everything necessary, proper, advisable or convenient for the accomplishment and furtherance of such purposes.

The foregoing may be carried out domestically or in foreign countries.

IX.

Effective Date

The effective date of these Articles of Incorporation shall be April 3, 1996.

The undersigned incorporator has executed these Articles of Incorporation on this the 5th day of April, 1996.



Greg H. Walker, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

RJ CAPITAL TRADING, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

JOSEPH ACEBAL

(NAME)

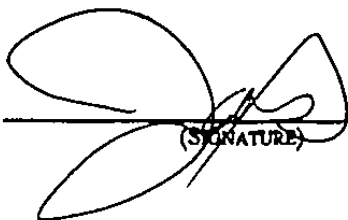
209 GLADIOLUS

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ANNA MARIA, FLORIDA 34216

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

MARCH 28th, 1996

(DATE)

FILED
96 APR -5 PM 2:04
TALLAHASSEE, FLORIDA