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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NORTH AMERICAN INSTITUTIONAL BROKERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### NORTH AMERICAN INSTITUTIONAL BROKERS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

#### ARTICLE I CORPORATE NAME

The name of this Corporation shall be: NORTH AMERICAN INSTITUTIONAL BROKERS, INC.

#### ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334.

#### ARTICLE III NATURE OF CORPORATE BUSINESS AND POWERS

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

CHARLES B. PEARLMAN, ESQ., #235547  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 East Las Olas Blvd., Suite 1900  
Ft. Lauderdale, FL 33301  
(954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

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

Marcos Konig  
800 East Cypress Creek Road  
Suite 302  
Fort Lauderdale, FL 33334

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

Marcos Konig  
800 East Cypress Creek Road  
Suite 302  
Fort Lauderdale, FL 33334

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The person named as Initial Director et. al. hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE IX INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Marcos Konig, 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334.

#### **ARTICLE X INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

#### **ARTICLE XI AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the \_\_\_\_ day of July, 1996.

  
\_\_\_\_\_  
Marcos Konig, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

NORTH AMERICAN INSTITUTIONAL BROKERS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334 has named Marcos Konig whose address is 800 East Cypress Creek Road, Suite 302, Fort Lauderdale, FL 33334 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
Marcos Konig

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