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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: BANKERS INSURANCE CO.

DEPARTMENT OF STATE

160 CENTRAL AVE

STATE OF FLORIDA

LEGAL DEPT., 17TH FLOOR

409 EAST GAINES STREET

ST. PETERSBURG FL 33701-

TALLAHASSEE, FL 32399

CONTACT: G. KRISTIN DELANO

FAX: (904) 922-4000

PHONE: (800) 627-0000

FAX: (813) 823-6518

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: ORION INTERNATIONAL SECURITIES, INC.

FAX AUDIT NUMBER: H96000010140

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/22/1996

TIME REQUESTED: 13:34:13

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX/MAIL

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER:

074230003715

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Fax Audit Number H96000010140

**ARTICLES OF INCORPORATION
OF**

ORION INTERNATIONAL SECURITIES, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLES I.

NAME

The name of this corporation is Orion International Securities, Inc.

ARTICLES II.

PURPOSE

This corporation may engage in any activity or business permitted under the laws of
the United States and of the State of Florida.

ARTICLES III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any time is 500 shares of common stock at One and no/100 (\$1.00) Dollars
per share par value.

ARTICLES IV.

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of
State's office.

This instrument was prepared
by and return to:

G. Kristin Delano, Esq.

Fla. Bar #228850

P.O. Box 15707

St. Petersburg, FL 33733

(813) 823-4000 ext. 4416

Fax Audit Number _____

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TO 19049224000

P003/005

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ARTICLES V.

DURATION

This corporation is to exist perpetually.

ARTICLES VI.

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 360 Central Avenue, St. Petersburg, FL 33701, Pinellas County, Florida.

The name and street address of the initial registered agent of the corporation in the State of Florida is: G. Kristin Delano at 360 Central Avenue, St. Petersburg, FL 33701. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLES VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have five (5) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Menke	360 Central Avenue, St. Petersburg, FL 33701
David K. Meehan	360 Central Avenue, St. Petersburg, FL 33701
Robert G. Menke	360 Central Avenue, St. Petersburg, FL 33701
Edwin C. Hussemann	360 Central Avenue, St. Petersburg, FL 33701
G. Kristin Delano	360 Central Avenue, St. Petersburg, FL 33701

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ARTICLES VIII.

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME ADDRESS

Nancy C. Haire 360 Central Avenue, St Petersburg, FL 33701

ARTICLES IX.

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders

ARTICLES X.

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by Nancy C. Haire.

Dated this 19th day of July, 1996.



STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of July, 1996, by Nancy C. Haire, as Incorporator of Orion International Securities, Inc. She is personally known to me or who has produced as identification, and did take an oath.


Susan M. Dill, Notary Public
Serial Number: No. CC 424996
My Commission Expires: 12/27/98



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TALLAHASSEE, FLORIDA

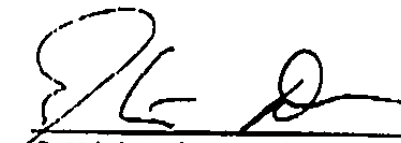
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - That Orion International Securities, Inc., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named G. Kristin Delano, located at 360 Central Avenue, St. Petersburg, FL 33701 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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.



G. Kristin Delano, Registered AgentFax Audit Number H96000010140