P96000063682 TRANSMITTAL LETTER

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

> BOOCO1907436 -07/30/96--01020--009 *****70.00 *****70.00

SUBJECT: WAL	L STREET FINANCIAL ADVISORS CORP							
(Proposed corporate name - must include suffix)								
for:	and one (1) copy of the articles of incorporation and a check							
\$70.00	\$78.75 \$122.50 \$131.25							
Filing Fee	Filing Foo Filing Foo, & Certificate & Certified Copy Certified Copy & Certificate							
FROM:	PENNY A LEVIN							
Name (printed or typed)								
1414 ROSE WURT B								
MELBOURNE FLORIDA 32935								
								City, State & Zip
	407/253-9609							
	Daytime Telephone number							

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ARTICLES OF INCORPORATION

WALL STREET FINANCIAL ADVISORS, CORP. 96 JUL 29 TO 0: 19

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLET

The name of the corporation ("Corporation") is Wall Street Financial Advisors, Corp...

ARTICLE II

The existence of the Corporation shall commence upon the filling of the Articles of Incorporation with the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The street address of the principal office of the Corporation is 100 Rialto Place, Suite 530, Melbourne, Florida 32901.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

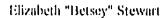
The initial registered agent for the Corporation is Kristine Stewart, whose office address is 100 Rialto Place, Suite 530, Melbourne, Florida 32901.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

Name Kristine Stewart

Address 2150 Marie Street Malabar, FL 32950



780 Wildbriar Road NE, #103 Palm Bay, Florida 32905

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Name Penny A, Levin Address 1414 Rose Court Melbourne, FL 32935

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of July, 1996.

Penny A Levin

FILED

CERTIFICATE OF DESIGNATION OF

96 JUL 29 PH 3: 19

REGISTERED AGENT/REGISTERED OFFICE LUNG ALL CORRECT OFFICE ALL CORRECT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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 nam	e of the corp	oration is:			- 11-11-11-11-11-11-11-11-11-11-11-11-11	
2. The name	and address	s of the regi iてi 心も			co is:	
•			(Name)		· · · · · · · · · · · · · · · · · · ·	
-	100	RIAL (P.O.	Box not so	Place ceptable)	SUITE	530
-	MELB	OURNE	City/State/2		32401	

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.

9th State (Signature)

7/25/96