

8/08/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MICOR CAPITAL ADVISORS CORP.

FAX AUDIT NUMBER: H96000011059

CURRENT STATUS: REQUESTED

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
MICOR CAPITAL ADVISORS CORP.

ARTICLE I - NAME

The name of this corporation is MICOR CAPITAL ADVISORS CORP.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

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

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|--------------------------------|------------------------|-------------------|
| 1,000 | \$1.00 | Common |

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1001 W. Cypress Creek Road
Suite 306
Ft. Lauderdale, FL 33309

Ronald R. Fieldstone
200 S. Biscayne Blvd.
Suite 2100
Miami, FL 33131
(305) 982-1555
FBN. 180299

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and the name and address of the initial registered agent of this corporation is:

| Name | Address |
|----------------------|---|
| Ronald R. Fieldstone | 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131 |

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name | Address |
|-------------------|---|
| Michael Browarnik | 1001 W. Cypress Creek Road Suite 306 Ft. Lauderdale, FL 33309 |

ARTICLE VIII - INCORPORATOR

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

| Name | Address |
|-------------------|---|
| Michael Browarnik | 1001 W. Cypress Creek Road Suite 306 Ft. Lauderdale, FL 33309 |

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

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The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of July, 1996.

Michael Brownnik
Michael Brownnik
Incorporator and Director

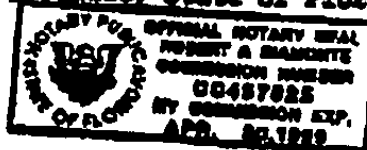
STATE OF FLORIDA)
COUNTY OF Franklin) ss.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Brownnik, who is known to me or who has produced Florida Identification as identification and who did take an oath. 665-557-4280

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24 day of July, 1996.

Robert A. Brown
Signature
Robert A. Brown
Print (Notary's Name)
Notary Public, State of Florida

My commission expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of section 607.0501, 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:

MICOR CAPITAL ADVISORS CORP.

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

Ronald R. Fieldstone
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131


Michael Brownarik
Title: Incorporator
Date: 7/24/1996

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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.


Ronald R. Fieldstone
Date: 7/24/1996

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