oseph S. Knecht 4 6 58 Professional Association ANDRICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

Certified Public Accountants

September 4, 1996

Via Federal Express

Secretary of State **Division of Corporations** 409 East Gaines Street Tallahassee, FL 32399

Re: Pyramid Financial Services, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the referenced corporation, together with our cheek in the amount of \$78.75 to cover the filing fee of \$70.00 and an additional \$8.75 to cover the cost of obtaining a Certificate of Good Standing.

Please contact me if you have any questions.

Joseph S. Knecht, C.P.A.

JSK:PYRAMINC:bab

Enclosures

SEP 6 1996 P. OHIOSPIS

ARTICLES OF INCORPORATION

OF

PYRAMID FINANCIAL SERVICES, INC.

ARTICLE L- NAME

The name of this Corporation is Pyramid Financial Services, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Seventy Thousand (70,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082, and the name of its initial registered agent at such address is Joseph S. Knecht & Company, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial Director is:

Joseph S. Knecht, 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Joseph S. Knecht, 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of September, 1996.

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 4th day of September, 1996. He is personally known to me.

PEGGY L. MARLER
My Comm Exp. 1/22/00
Bonded By Scrvice Ins
No. CC526171

Ternonally Known (100mr L B.

Notary Public for the State of

Florida at Large

My Commission Expires: 1, 22, 2000

Commission Number: CC 526/7/

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that Pyramid Financial Services, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Joseph S. Knecht & Company, P.A., located at 3209 Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082, as its registered agent to accept service of process within Florida.

Joseph S. Knecht

Date: September 4, 1996

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Joseph S. Knecht & Company, P.A. hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Joseph S. Knecht & Company, P.A.

Joseph S. Knecht

Date: September 4, 1996