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October, 15 1996

Walter C. Zebrowski  
1550 McMullen Booth Rd, Ste F-3  
Clearwater, FL 34619

Ms. Sharon Tala, Supervisor  
Department of State  
Division of Corporations  
New Filing Section  
409 East Gain Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 16 PM 3:04

Re: Formation of Fidelity National Advisors and Franklin National Advisors

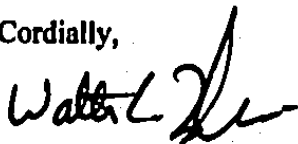
Dear Sharon:

I sincerely appreciated our teleconference, and your time, effort, assistance and counsel concerning the above referenced. Pursuant to your instructions please find enclosed:

- 1) an original and one (1) copy of the Articles of Incorporation for each corporation
- 2) an original and one (1) copy of the Consent to Serve as Registered Agent for each corporation
- 3) two (2) checks for \$70.00

Should you require to speak with me, you may telephone me directly at 813-796-8487. Thank you again for your guidance regarding the formation of the above referenced corporations.

Cordially,



Walter C. Zebrowski

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ARTICLES OF INCORPORATION  
OF  
FRANKLIN NATIONAL ADVISORS, INCORPORATED

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SECRETARY OF CORPORATIONS  
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Section 1.**

The name of the corporation shall be Franklin National Advisors, Incorporated

**Section 2.**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**Section 3.**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common. The Par Value of each share shall be \$ .01

**Section 4.**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**Section 5.**

The corporation elects to have preemptive rights.

**Section 6.**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

**Section 7.**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

**Section 8.**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

**Section 9.**

The number of directors of the corporation shall be fixed by the bylaws of the corporation.

**Section 10.**

The initial registered agent of the corporation shall comprise Jerry F. Stevens. The street address of the corporation's initial registered office constitutes of 1550 McMullen Booth Road, Ste. F3, Clearwater Florida 34619.

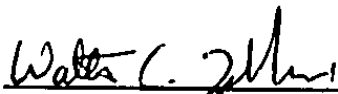
**Section 11.**

The principal place of business and mailing address of this corporation shall comprise 1550 McMullen Booth Road, Ste F3, Clearwater Florida 34619.

**Section 12.**

The name and address of the incorporator to these Articles of Incorporation constitutes Walter C. Sebrowski of 1550 McMullen Booth Road, Ste F3, Clearwater Florida 34619.

The undersigned incorporators has executed these Articles of Incorporation this 16th day of September, 1996.



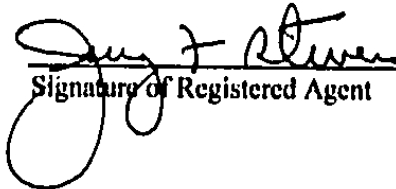
Mr. Walter C. Sebrowski, Incorporator

10/15/96  
Date

**CONSENT TO SERVE AS REGISTERED AGENT**  
**FOR**  
**FRANKLIN NATIONAL ADVISORS, INCORPORATED**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: October 15th, 1996

  
\_\_\_\_\_  
Signature of Registered Agent

10/15/96

\_\_\_\_\_  
Date

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