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JASON PSALTIDES & ASSOCIATES
A PROFESSIONAL CORPORATION INCLUDING LAW OFFICES
SAWGRASS INTERNATIONAL CORPORATE PARK
14101 NW 4TH STREET
SUNRISE, FLORIDA 33325

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WRITERS DIRECT EXTENSION: 5772

November 13, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: Amerivest Services, Inc.

Ladies and Gentlemen:

I am enclosing an original of the Articles of Incorporation to the above-named corporation. In addition, a check for the sum of \$70.00 is enclosed which represents the following fees:

Filing Fee \$ 35
Registered Agent Fee \$ 35

Please file the original of the enclosed Articles of Incorporation and advise me if you need anything further.

Very truly yours,

Psaltides
Jason K. Psaltides, Esq

Need mailing address

Jason GAVE
AUTHORIZATION BY PHONE TO

CORRECT *Art V*

DATE *11-25-96*

DOC. EXAM. *BR*

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96 NOV 19 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 25 1996

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Incorporation:

ARTICLE I. Corporate Name:

The name of this corporation is "Amerivest Services, Inc."

ARTICLE II. Duration

The period of its duration is perpetual.

ARTICLE III. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. Capital Stock

The Corporation is authorized to issue one hundred (100) shares, all of one class of Common Stock at \$1.00 par value per share.

ARTICLE V. Initial Registered Agent and Office.

The name and address of the initial registered agent and office of this corporation is as follows:

This is also the principal office and mailing address for the corporation.

Registered Agent:

Gregory Lewis

1291 A. Powerline Road, Suite 180

Pompano Beach, Fl 33069

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address of Corporation:

ARTICLE VI. Initial Board of Directors

The Corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation

is: James McGuire, Gregory Lewis

1291 A. South Powerline Road, Suite 180

Pompano Beach, Fl 33069

ARTICLE VII. Incorporators.

The name and address of the Incorporator signing these Articles of Incorporation is: Gregory Lewis

1291 A. South Powerline Road, Suite 180

Pompano Beach, Fl 33069

ARTICLE VIII. Amendment of Articles

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

ARTICLE IX. Informal Shareholder Action

Any action of the shareholders may be taken without a meeting may consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote and filed with the Secretary of the Corporation.

ARTICLE X. Informal Director Action

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 13 day of November, 1996.

ay of November, 1996.

Regina Smith
Registered Agent.

BEFORE ME, the undersigned authority, personally appeared Gregory Lewis, who presented a valid Idaho Driver License for identification, prior to signing the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

Notary Public



OFFICIAL SEAL
J. PSALTIDES
My Commission Expires
Oct. 17, 2000
Comm. No. CC 572359

My commission expires:

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

In compliance with FSS § 48.09, the following is submitted:

First, that Amerivest Services, Inc., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business at
the City of Fort Lauderdale, State of Florida, has named:

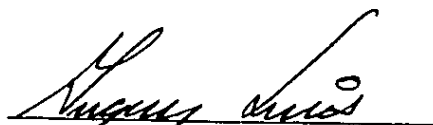
Gregory Lewis
1291 A. South Powerline Road, Suite 180
Pompano Beach, FL 33069
(954) 328-6004

as its agent to accept service of process within Florida.


Director

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated
corporation, at the place designated in the certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper performance of my duties. I hereby am
familiar with and accept the duties and responsibilities as registered agent
for said corporation.


Resident Agent