

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

14

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY _____

WALK-IN 12/26 12:00
Will Pick Up

RE: Funds Distributors, Inc. No 53628

| | C.C. FEE. | DISBURSED |
|--|------------|------------|
| Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| <input checked="" type="checkbox"/> Foreign Corp. File | | |
| () Cert. Copy(s) <u>photo</u> | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| Name Reservation | | |
| Annual Report/Reinstatement | ***\$70.00 | ***\$70.00 |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

FILED
96 DEC 26 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

B. REGISTER DEC 26 1996

ARTICLES OF INCORPORATION

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: FUNDS DISTRIBUTORS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Funds Distributors, Inc.
2212 4th Avenue
Tampa, Florida 33605

ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at an one time is:

Ten Thousand (10,000) shares at \$.001 par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Walter Knitter
Funds Distributors, Inc.
2212 4th Avenue
Tampa, Florida 33605

ARTICLE V. INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Walter Knitter
Funds Distributors, Inc.
2212 4th Avenue
Tampa, Florida 33605

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
23 day of December, 1996.

Walter W. Kestler
Signature

Signature

Signature

Note: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
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: FUNDS DISTRIBUTORS, INC.
2. The name and address of the registered agent and office is:

Walter Knitter
2212 4th Avenue
Tampa, Florida 33605

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.

Walter W Knitter
Signature

12/23/96
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314