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THE UNITED STATES  
CORPORATION  
COMPANY

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ACCOUNT NO. : 072100000032 97 JAN 2 PM 3:15

REFERENCE : 208665 7121203

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1997

ORDER TIME : 2:29 PM

EFFECTIVE DATE

ORDER NO. : 208665-005

12.30.96

CUSTOMER NO: 7121203

600002046546--8

CUSTOMER: Mr. Ted Karas - 7121203  
MR. TED KARAS

Apartment 208  
7375 Fairway Drive  
Hialeah, FL 33014

DOMESTIC FILING

NAME:

~~DERIVATIVES RESEARCH, INC.~~

KARAS, SMITH, GOLDBERG & ASSOCIATES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

W97-297  
Ke 1.6  
1.9.97

SECRET  
TALLAHASSEE, FLORIDA

97 JAN -6 AM 8:59

FILED

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97 JAN -6 AM 8:21  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 6, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: DERIVATIVES RESEARCH, INC.  
Ref. Number: W97000000297

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for DERIVATIVES RESEARCH, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 797A00000524

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DIV OF CORPORATIONS

EFFECTIVE DATE  
12-30-96

FILED  
97 JAN -6 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

KARAS, SMITH, GOLDBERG & ASSOCIATES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KARAS, SMITH, GOLDBERG & ASSOCIATES INC.

The address of the principal office of this corporation shall be 7375 Fairway Drive, Apartment 208, Hialeah, Florida 33014 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually and the effective date of the corporation is to be December 30, 1996.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Ted Karas  
Director

7375 Fairway Drive, Apartment 208  
Hialeah, Florida 33014

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 3, 1997.

Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Authorized Service Representative  
Corporation Service Company

LH/MICHAEL E. KLUNK

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