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TO: DIVISION OF CORPORATIONS

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NAME: INTERNATIONAL FINANCIAL STRATEGISTS, INC.

AUDIT NUMBER.....H97000000488

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TO: Secretary of State

FAX NUMBER: (904) 922-4000

FROM: Debra H. Chrystie

REGARDING OUR FILE NAME: International Financial/General
CLIENT/MATTER #:

SPECIAL INSTRUCTIONS:

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TELEPHONE FLORIDA

FAX AUDIT NO. H97000000488

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL FINANCIAL STRATEGISTS, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of INTERNATIONAL FINANCIAL STRATEGISTS, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is INTERNATIONAL FINANCIAL STRATEGISTS, INC. and the street address of the initial principal office of the Corporation is 1737 Northeast 15th Street, Fort Lauderdale, Florida 33304.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY:

**Gary L. Rudolf, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 291005**

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the Initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the Initial Director of the Corporation is:

Name

Address

Stephen G. Duvall

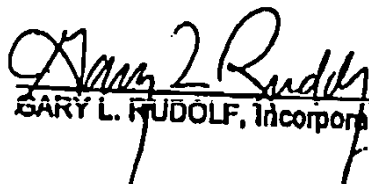
1737 Northeast 15th Street
Fort Lauderdale, FL 33304

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Gary L. Rudolf, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of January, 1997.


GARY L. RUDOLF, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for INTERNATIONAL FINANCIAL STRATEGISTS, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.,
Initial Registered Agent

Dated: January 8, 1997

By: Debra H. Chrystie, Asst. Sec.
DEBRA H. CHRYSTIE, Assistant
Secretary

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