

P97000004498

TRANSMITTAL LETTER

FILED

97 JAN 15 AM 10:06

TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PINNACLE FINANCIAL MARKETING GROUP INTERNATIONAL INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: PINNACLE FINANCIAL MARKETING GROUP, INC.

Name (printed or typed)

10960 S.W. 178th Terrace 600002045646--7

Address

-01/03/97--01153--005
****393.75 ****131.25

Miami, FL 33157

City, State & Zip

305-234-9358

Daytime Telephone number

Thank you

INCORPORATION BY PHONE (IN)

CORRECTED PINNACLE

DATE 1/15/97

PH 1/15/97

WAT 1-57

1/15/97

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

FRANK G. PARKS
10960 SW 178TH TERR
MIAMI, FL 33157

SUBJECT: PINNACLE FINANCIAL MARKETING GROUP INTERNATIONAL
INC.
Ref. Number: W97000000594

We have received your document for PINNACLE FINANCIAL MARKETING GROUP INTERNATIONAL INC. and your check(s) totaling \$393.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 497A00001241

ORIGINAL

FILED

NOVEMBER 15, 1996
ARTICLES OF INCORPORATION
OF
PINNACLE FINANCIAL MARKETING GROUP
INTERNATIONAL INC.

97 JAN 15 AM 10:05
CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is PINNACLE FINANCIAL MARKETING GROUP INTERNATIONAL INC.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the following purpose:

1. To engage in the business of investing in Foreign Currency. PFMG International shall seek to invest in only the four major international currencies, which are, the DuetscheMark, Japanese Yen, Swiss Franc and British Pound. PFMG International Inc. shall also search for and invest in other ventures that from time to time the Board of Directors deems appropriate.
2. To carry on business, in the United States or elsewhere, as factors, agents, or owners of Foreign Currency and to carry on any other business that can be conveniently carried on within any of the corporations objectives; to open offices, or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established, or carried on by the Corporation to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of the Corporation and to manage the affairs or take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of such company, or of holders of shares of stock or securities thereof, and to receive and distribute as profits the dividends and interest on such shares of stock and securities; to purchase or otherwise acquire and undertake all or any part of the business, property, and liabilities of any persons or company, carrying on any kind of business that the Corporation is authorized to carry on; to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint ventures, or cooperate with any person with which the Corporation is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly, to benefit the Corporation.
3. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the corporation may think fit, and in particular for the purpose of undertaking to build or improve any company in which the Corporation is interested as a partner.
4. To acquire and pay for, in cash or otherwise, stocks and bonds of the Corporation, the goodwill rights, assets, and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm association, of corporation.
5. To acquire, hold, use sell, assign, lease, grant licenses and privileges, inventions, improvements, and processes, copyright, trademarks and trade names, relating to or useful in connection with any business of the Corporation.
6. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation, or government and while the owner thereof to exercise all the rights, powers, and privileges of ownership.
7. To issue bonds, debentures, or obligations of the Corporation from time to time, for any of the objects or purpose of the Corporation, and secure the same by mortgage, pledge, deed of trust, or otherwise.

8. To purchase, hold, sell, and transfer the shares of its own capital stocks; PROVIDED it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and, PROVIDED FURTHER, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly

9. To have one or more offices to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States or other country.

10. To act as an investor in Foreign Currency and generally to perform or do any act customarily performed by Foreign Currency investment companies.

11. In general, to carry on any other business in connection with the foregoing, whether marketing or otherwise, and to have and exercise all the powers conferred by the laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.

12. To transact any or all lawful business.

13. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

14. The above and foregoing business enumerated are intended as illustrative and not restrictive, and the Corporation shall have the power to handle such other business or businesses either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses that may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges, and immunities of businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue One Hundred Twenty Thousand (120,000) shares of One - Dollar (\$1.00) value common stock, which shall be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any additional stock of the Corporation of the same kind, class, or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10960 S.W. 178th Terr, Miami, Florida, and the name of the initial registered agent of this Corporation at that address is Pinnacle Financial Marketing Group, Inc. The principal address is the same.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation shall have seven (7) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The names and addresses of the initial directors of the Corporation are: Frank Parks, 10960 S.W. 178th Terr., Miami, Florida 33157.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Article is:

Frank G. Parks
10960 S.W. 178th Terr.
Miami, Florida 33157

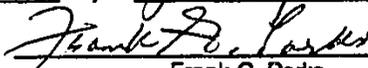
ARTICLE IX
BYLAWS

The power to adopt, alter amend, or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1987.

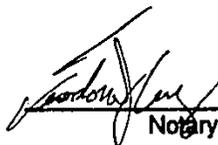


Frank G. Parks

STATE OF FLORIDA
COUNTY OF DADE

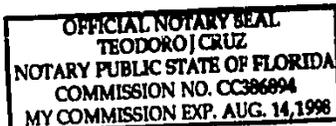
BEFORE ME, a notary public in and for said county and state, personally FRANK G. PARKS, known to me and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2 day of January, 1987



Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: PINNACLE FINANCIAL MARKETING GROUP

INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

PINNACLE FINANCIAL MARKETING GROUP, INC.

(Name)

10960 S.W. 178th Terrace

(P.O. Box not acceptable)

Miami, FL 33157

(City/State/Zip)

TALLAHASSEE, FLORIDA

97 JAN 16 AM 10:06

FEB 11 1997

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.

Frank L. Parks
(Signature)

President

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