

P97000023499
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March 5, 1997

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

RE: THOMAS & CO. INSURANCE & FINANCIAL SERVICES, INC.
Articles of Incorporation

Gentlemen or Ladies:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above described corporation.

I am also enclosing my law office check in the amount of \$122.50 which represents the following:

1. Filing Fee.....	\$35.00
2. Registered Agent Fee.....	\$35.00
3. Certified Copy.....	<u>\$52.50</u>
	\$122.50

Please see that these Articles are filed accordingly and forward the certified copy of same to this office at your earliest convenience.

Sincerely yours,


PETER B. TIERNAN, ESQ.

PBT/bt
Encl.

MAR 17 1997 BSB

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FILED
97 MAR 10 AM 9:35
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION

of

THOMAS & CO. INSURANCE & FINANCIAL SERVICES, INC.

97 MAR 10 AM 9:35

TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is THOMAS & CO. INSURANCE & FINANCIAL SERVICES, INC.

ARTICLE II - Purpose

This corporation is organized for the following purposes:

A. To own, operate and carry on a financial services business and in connection therewith to engage in the business of buying, selling, and otherwise dealing in or with, in any manner whatsoever, as broker or agent, and on commission or otherwise, real estate, insurance, annuities, stocks, bonds, mutual funds, mortgages, and all others type of securities of any kind and description, or any interest therein.

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a financial planning and general investment advisory business relating to investments and the operation of real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing.

B. For the purpose of transacting any and all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 5,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE IV - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

MONTAGUE A. THOMAS

3921 N. Federal Highway

Pompano Beach, FL 33064

CECILIA ANN THOMAS

3921 N. Federal Highway
Pompano Beach, FL 33064

ARTICLE V - Initial Registered Office, Mailing Address and Agent

The initial registered office and mailing address of this corporation is 3921 N. Federal Highway, Pompano Beach, FL 33064 and the name of the initial registered agent of this corporation at that office is MONTAGUE A. THOMAS.

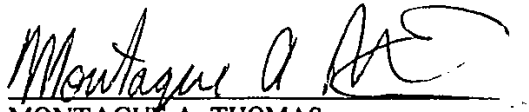
ARTICLE VI - Incorporator

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

MONTAGUE A THOMAS

3921 N. Federal Highway
Pompano Beach, FL 33064

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 05 day of March, 1997.


MONTAGUE A. THOMAS

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MONTAGUE A. THOMAS, known to me to be the person who executed the foregoing Articles of Incorporation.

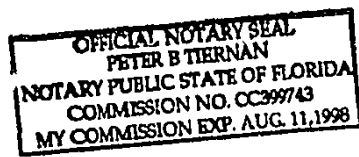
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the

State and County aforesaid, this 5 day of March, 1997.



NOTARY PUBLIC, State of Florida at
Large

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 SECTION 607.0501 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

FIRST - THAT THOMAS & CO. INSURANCE & FINANCIAL SERVICES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA HEREBY DESIGNATES 3921 N. Federal Highway

CITY OF Pompano Beach, **STATE OF FLORIDA, AS THE STREET ADDRESS**

OF ITS INITIAL REGISTERED OFFICE AND NAMES MONTAGUE A. THOMAS

**AS THE INITIAL REGISTERED AGENT OF THE CORPORATION
AT THAT ADDRESS.**

SIGNATURE

Montague A. Thomas
CORPORATE OFFICER

TITLE

President

DATE

March 5, 1997

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.**

Montague A. Thomas
REGISTERED AGENT

March 5, 1997

DATE