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Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

FILED

97 MAR 31 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN BLOUNT
RUSSEL M. LAZEGA
BURT L. SAUNDERS
OF COUNSEL
*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

March 17, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002128042--3
-03/31/97--01022--003
***122.50 ***122.50

Re: Incorporation of Off Wall Street Trading, Inc.

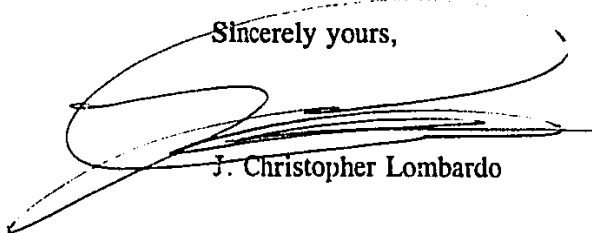
Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 to cover the following fees:

- | | | |
|----|------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$52.50 |
| 3. | Registered Agent Designation | \$35.00 |

Thank you.

Sincerely yours,



J. Christopher Lombardo

RML/js
Enclosure
cor/forms/cor002.frm

JP
4/1/97

PLEASE RESPOND TO:

□ 606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
□ PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

ARTICLES OF INCORPORATION

OF

OFF WALL STREET TRADING, INC.

FILED
97 MAR 31 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **Off Wall Street Trading, Inc..**

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **801 Laurel Oak Drive, Suite 640, Naples, FL 34108.**

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **Seven Thousand Five Hundred shares of common stock.**

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: **J. Christopher Lombardo, Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.**

ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation is: **Felix Federowicz, 23215 Commerce Park Drive, Beachwood, OH 44122.**

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: **J. Christopher Lombardo, Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.**

The undersigned have executed these Articles of Incorporation this th day of March, 1997.


J. CHRISTOPHER LOMBARDO
INCORPORATOR

CERTIFICATE OF DESIGNATION

FILED

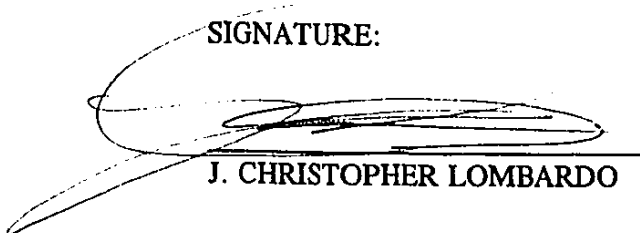
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REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, in the State of Florida.

1. The name of the corporation is: **Off Wall Street Trading, Inc..**
2. The name and address of the registered agent and office is: **J. Christopher Lombardo, Woodward, Pires & Lombardo, P.A., 801 Laurel Oak Drive, Suite 640, Naples, Florida 34108.**

SIGNATURE:



J. CHRISTOPHER LOMBARDO

INCORPORATOR
TITLE

3/17/97
DATE

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.



J. CHRISTOPHER LOMBARDO,
ESQUIRE

3/17/97
DATE