

P97000029238

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

March 27, 1997

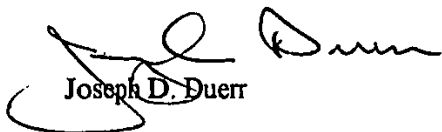
Re: Professional Partners Asset Management, Inc. 800002128168--0
-03/31/97--01034--005
***122.50 ***122.50

Gentleman:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,


Joseph D. Duerr

Professional Partners Asset Management, Inc.
49 SW Flagler Avenue
Stuart, FL 34994
(561) 288-1531

APR 1 1997

FILED
97 MAR 31 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Professional Partners Asset Management, Inc.

(name of corporation)

FILED

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Professional Partners Asset Management, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS <u>49 SW Flagler Avenue</u>		
CITY <u>Stuart</u>	FLORIDA	ZIP <u>34994</u>

Mailing address, if different

STREET ADDRESS		
<u>Same as above</u>		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Joseph D. Dvorn</u>		
ADDRESS <u>49 SW Flagler Avenue</u>		
CITY <u>Stuart</u>	FLORIDA	ZIP <u>34994</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 (two) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:


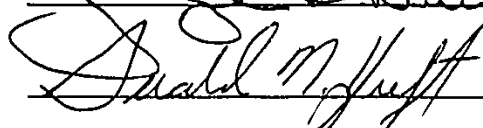
NAME	Joseph D. Duerr		
ADDRESS	49 SW Flagler Avenue		
CITY	Stuart	STATE	FL ZIP 34994
NAME	Gerald N. Kieft		
ADDRESS	49 SW Flagler Avenue		
CITY	Stuart	STATE	FL ZIP 34994
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Joseph D. Duerr		
ADDRESS	49 SW Flagler Avenue		
CITY	Stuart	STATE	FL ZIP 34994
NAME	Gerald N. Kieft		
ADDRESS	49 SW Flagler Avenue		
CITY	Stuart	STATE	FL ZIP 34994
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 27th day of March, 1997.

 (Signature)
 (Signature)
____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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97 MAR 31 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Professional Partners Asset Management, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 49 SW Flagler Avenue
Stuart, FL 34994

has named Joseph D. Durr

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.


(Signature)

March 27, 1997
(Date)