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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MAGNOLIA CAPITAL ADVISORS, INC.
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
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	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
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	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

8/9/97

**ARTICLES OF INCORPORATION
OF
MAGNOLIA CAPITAL ADVISORS INC.**

The undersigned, acting as incorporator of Magnolia Capital Advisors Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Magnolia Capital Advisors Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

215 South Monroe Street
Suite 100
Tallahassee, Florida 32301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 215 South Monroe Street, Suite 100, Tallahassee, Florida 32301, as the street address of the initial registered office of the corporation and names James Thielen the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the initial directors are Don W. Reinhard, Andrew J. Lewis and William C. Schmid.

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Don W. Reinhard	215 South Monroe Street Suite 100 Tallahassee, Florida 32301

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

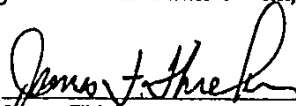
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on June 3, 1997.


Don W. Reinhard, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: June 3, 1997


James Thielen

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