

797000052403

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
97 JUN 13 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Emerald Coast
Financial Advisors,
INC.

RECEIVED
97 JUN 13 AM 9:49
DIVISION OF CORPORATION

K.R. JUN 13 1997

Signature _____

Requested by DR

Name _____

Date 6-13

Time 8:30

Walk-In _____

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Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Name Reservation _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Restatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Counter _____

**ARTICLES OF INCORPORATION
OF
EMERALD COAST FINANCIAL ADVISORS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is: EMERALD COAST FINANCIAL ADVISORS, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal par value of Ten Dollars (\$10.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Hundred Dollars (\$100.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence, and its existence shall commence at the time of filing of the Articles with the Department of State.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation is 3298 Summit Boulevard, Suite 32, Pensacola, Florida 32503. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3298 Summit Boulevard, Suite 32, Pensacola, Florida 32503 and the name of the initial registered agent of this corporation at that address is Thomas B. Elliott.

ARTICLE VIII: INITIAL DIRECTORS

The names and addresses of the initial directors are:

W. Don Spruill
3298 Summit Boulevard, Suite 32
Pensacola, Florida 32503

Thomas B. Elliott
3298 Summit Boulevard, Suite 32
Pensacola, Florida 32503

ARTICLE IX: SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

W. Don Spruill
3298 Summit Boulevard, Suite 32
Pensacola, Florida 32503

Thomas B. Elliott
3298 Summit Boulevard, Suite 32
Pensacola, Florida 32503

ARTICLE X: DIRECTORS

This corporation shall have two(2) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a simple majority of the stockholders entitled to vote thereon.

ARTICLE XII: TRANSFER OF STOCK

No stockholder, or the personal representative of any deceased stockholder, shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer under limitations and provisions of the corporate by-laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporation stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.

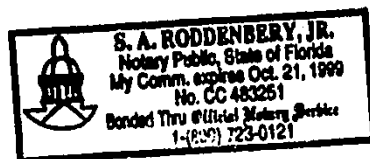
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation
this 9 day of June, 1997.



W. DON SPRUILL


THOMAS B. ELLIOTT

STATE OF FLORIDA
COUNTY OF ESCAMBIA

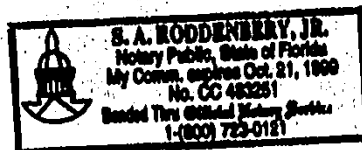
The foregoing instrument was acknowledged before me this 9 day of June, 1997 by W. DON
SPRUILL () who is personally known to me or (X) who has produced FLORIDA DRIVERS LICENSE as
identification.





S. A. RODDENBERRY, JR.
NOTARY PUBLIC, State of Florida
My Commission Number: 483251
My Commission Expires: 10/21/99

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 9 day of June, 1997 by THOMAS B.
ELLIOTT (X) who is personally known to me or () who has produced _____
as identification.




S. A. RODDENBERRY, JR.
NOTARY PUBLIC, State of Florida
My Commission Number: 483251
My Commission Expires: 10/21/99

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said act:

That EMERALD COAST FINANCIAL ADVISORS, INC., desiring to organize under the laws of the State of Florida, with its registered office at 3298 Summit Boulevard, Suite 32, Pensacola, Florida 32503, has named THOMAS B. ELLIOTT as its registered agent to accept service of process within this State.

DATE: 6-9-97


THOMAS B. ELLIOTT

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the power and complete performance of my duties.

DATE: 6-9-97


THOMAS B. ELLIOTT

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