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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 429914 8696A

AUTHORIZATION : *Patricia Pyjunt.*

COST LIMIT : \$ 70.00

ORDER DATE : June 16, 1997

ORDER TIME : 2:24 PM

ORDER NO. : 429914-005

CUSTOMER NO: 8696A

800002213938--2

CUSTOMER: Gerald Scallion, Esq  
GERALD SCALLION, ESQ

Suite 140  
1135 Pasadena Avenue, South  
Saint Petersburg, FL 33707

DOMESTIC FILING

NAME: CONLEY FINANCIAL ADVISORY  
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILE  
JUN 16 AM 9:12  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUN 16 PM 4:29

84 JUN 17 1997

ARTICLES OF INCORPORATION  
OF  
CONLEY FINANCIAL ADVISORY SERVICES, INC.

FILED  
97 JUN 16 AM 9:12  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CONLEY FINANCIAL ADVISORY SERVICES, INC.

The address of the principal office of this corporation shall be 1135 Pasadena Avenue, South, Suite 145, South Pasadena, Florida 33707, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

William M. Conley	1135 Pasadena Avenue, South, Suite 145
Dir./Pres.	South Pasadena, Florida 33707

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company has hereunto set their hand and seal of Corporation Service Company on June 16, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

GLS/wce