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June 12, 1997

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

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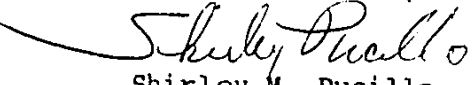
EFFECTIVE DATE
6-19-97

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of INVESTTEAM FINANCIAL, INC. Also enclosed is our corporate check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,


Shirley M. Pucillo
Secretary to Timothy L. Whalen
Enclosures

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FILED
97 JUN 23 PM 3:51
TALLAHASSEE, FLORIDA

JN 6-24-97

**ARTICLES OF INCORPORATION
OF
INVESTTEAM FINANCIAL, INC.**

97 JUN 23 PM 3:51
FILED
SECRETARY OF STATE
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

EFFECTIVE DATE

6-19-97

The name of the corporation shall be:

INVESTTEAM FINANCIAL, INC.

The principal place of business of this corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in the rental, sale, service and leasing of audio-visual equipment and may engage in all other business lawful under the laws of the State of Florida and of the United States.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, Florida, and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

This corporation shall commence as of June 19, 1997 and the corporation shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have one director initially, who shall serve until the organizational meeting of the corporation. The maximum number of directors of the corporation is three (3). The name and address of the initial Board of Directors is:

Larry Cinquemani
301 Clematis Street
Suite 200
West Palm Beach, Florida

ARTICLE VII - OFFICERS

The names and addresses of the initial officer of the corporation who shall hold office until his successors are elected or appointed at the organizational meeting is:

Larry Cinquemani
301 Clematis Street
Suite 200
West Palm Beach, Florida
Pres/Sect'y/Treasurer

ARTICLE VIII - INCORPORATOR

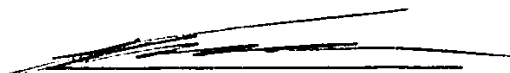
The name and street addresses of the incorporator to these Articles of Incorporation are:

Timothy L. Whalen
301 Clematis Street
Suite 200
West Palm Beach, Florida

ARTICLE IX - AMENDMENT and MANAGEMENT

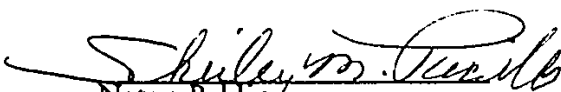
These Articles of Incorporation may be amended, or actions not in the ordinary course of business approved, only by the affirmative vote of a majority of the shares of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12th day of June, 1997.



STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 12th day of June, 1997 by Timothy L. Whalen, who is personally known to me and who did (did not) take an oath.



Notary Public,
State of Florida at Large

My Commission expires:

My Commission Number:



SHIRLEY M PUCILLO
My Commission CC540650
Expires Apr. 09, 2000

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That INVESTTEAM FINANCIAL, INC., INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

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 agree to comply with the provisions of said Act relative to keeping open said office.

By: ~~_____~~
Timothy L. Whalen
Registered Agent

Dated: June 12, 1997

FILED
97 JUN 23 PM 3:51
SOUTH FLORIDA
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-19-97