

P97000061976

Brian Morgan

12838 76th Road North
West Palm Beach, Florida 33412

July 14, 1997

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

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-07/15/97--01090--007
****122.50 ****122.50

Gentlemen,

Enclosed please find a check in the amount of \$122.50 for the filing of the Articles of Incorporation of Broker Dealer Software, Inc..

Thank you for your immediate attention.

Regards,

Brian Morgan
Brian Morgan
Incorporator

FILED
97 JUL 15 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
7-16-97

**ARTICLES OF INCORPORATION
OF
Broker Dealer Solutions Inc.**

FILED

97 JUL 15 PM 4: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE undersigned, acting as incorporator of Broker Dealer Solutions Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: Broker Dealer Solutions Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is: 2000 Banks Road 2nd Floor, Margate, Florida 33063

ARTICLE III. COMMENCEMENT OF EXISTENCE

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

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12838 76th Road North, West Palm Beach, Florida 33412 and the name of the corporations initial registered agent at that address is: Brian Morgan.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

Name

Brian Morgan

Address

12838 76th Road North
West Palm Beach, Florida 33412

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name

Brian Morgan

Address

2000 Banks Road 2nd Floor
Margate, Florida 33063

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this agreement becoming effective on the date corporate existence begins.

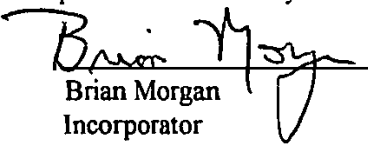
ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and not the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions in these Articles of Incorporation in the manner described by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation the 17th day of June 1997.


Brian Morgan
Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

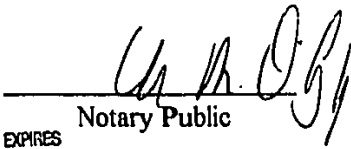
BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Brian Morgan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this ~~18th~~ day of ~~June~~ 1997.

14th July



Donna M. D'GHI
MY COMMISSION # CC623468 EXPIRES
January 8, 2000
BONDED THRU TRICY FARM INSURANCE, INC.


Notary Public

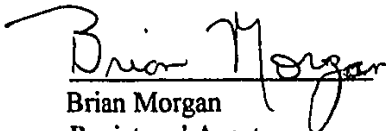
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WRITTEN WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Brian Morgan, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, and named as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporations Act, and am familiar with, and accept, the obligations of that position.


Brian Morgan
Registered Agent

FILED
97 JUL 15 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA