

P97000100903

Kenneth B. Lerman, P.  
Attorney at Law

65 Day Hill Road  
Windsor, Connecticut 06095-0040

Telephone (860) 285-0700  
Telecopier (860) 285-0139

Via UPS Next Day Air

November 24, 1997

**Florida Division of Corporations**  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

100002356811--5  
-11/25/97--01057--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **Constitution Securities of Florida, Inc.**

Gentlemen:

Please file the enclosed Articles of Incorporation and Certificate Designating Service of Process for the above referenced company in the State of Florida.

Enclosed is a check for seventy dollars (\$70.00) to cover the \$35.00 filing fee and the \$35.00 registered agent fee.

Please return a stamped, uncertified copy of the enclosed filings to this office.

Should you have any questions regarding the above, please so advise me.

Very truly yours,



Kenneth B. Lerman

KBL:nj

Enclosures

cc: **Constitution Securities of Florida, Inc.**

Const Sec FL ORG 1st 1997 (Govt. Letters)

FILED  
97 NOV 25 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
CONSTITUTION SECURITIES OF FLORIDA, INC.**

FILED  
97 NOV 25 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, as the sole incorporator hereof, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be:  
CONSTITUTION SECURITIES OF FLORIDA, INC.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: one thousand (\*1,000\*) shares common stock, one dollar (\$1.00) par value. All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

**ARTICLE IV**

The amount of capital with which this Corporation shall commence business shall not be less than five hundred dollars (\$500.00).

ARTICLES OF INCORPORATION  
CONSTITUTION SECURITIES OF FLORIDA, INC.  
Page 2

**ARTICLE V**

This Corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE VI**

The principal office of the Corporation shall be at: 20576 Linksview Circle, Boca Raton, Florida 33434 (Mailing Address: P.O. Box 7122 Bloomfield, Connecticut 06002).

Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: James M. Coady.

**ARTICLE VII**

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1) member to be increased at the discretion of the Board of Directors.

**ARTICLE VIII**

The name and post office address of the first Board of Directors of this Corporation, all subject to the provisions of this certificate, Bylaws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>	<u>Position</u>
James M. Coady (Sole incorporator)	20576 Linksview Circle Boca Raton, Florida 33434	Director

**ARTICLE IX**

The names and post office address of the officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
James M. Coady	20576 Linksview Circle Boca Raton, Florida 33434	President/Treasurer/Secretary

ARTICLES OF INCORPORATION  
CONSTITUTION SECURITIES OF FLORIDA, INC.  
Page 3

**ARTICLE X**

The power to adopt, alter, amend or repeal the Company's Bylaws shall be vested in the Shareholders.

**ARTICLE XI**

The power to alter, amend or revise the Articles of Incorporation shall be vested in the Shareholders and shall require the affirmative vote of the holders of a minimum of seventy-five percent (75%) of the issued and outstanding shares of common stock.

**ARTICLE XII**

No assets or properties of this Corporation shall be sold, transferred or otherwise disposed of, mortgaged, pledged, or otherwise encumbered without approval or consent in writing of the shareholders holding a minimum of seventy-five (75%) percent of the issued and outstanding shares of common stock.

IN WITNESS WHEREOF, the undersigned incorporator being one of the same person named in Article VIII above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, on November <sup>24</sup>~~11~~, 1997.

  
\_\_\_\_\_  
James M. Coady  
Incorporator

ARTICLES OF INCORPORATION  
CONSTITUTION SECURITIES OF FLORIDA, INC.  
Page 4

STATE OF CONNECTICUT }

COUNTY OF HARTFORD

ss. Windsor

November 24, 1997

BEFORE ME, the undersigned authority, personally appeared **James M. Coady**, to me known and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of **Constitution Securities Of Florida, Inc.** and who is described in said Certificate as the incorporator of said Corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

Const Sec FL ORG 1st 1997 (Incorp)

**MY COMMISSION EXPIRES JUNE 30, 1998**

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **FIRST - THAT CONSTITUTION SECURITIES OF  
FLORIDA, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE  
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA  
RATON, STATE OF FLORIDA, HAS NAMED JAMES M. COADY, 20576 Linksview Circle,  
CITY OF BOCA RATON, STATE OF FLORIDA 33434, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

Signature: \_\_\_\_\_

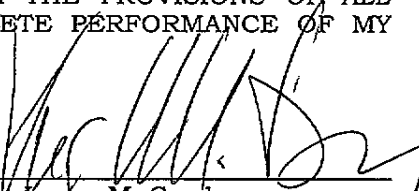
  
JAMES M. COADY

TITLE: PRESIDENT AND INCORPORATOR

DATE: November 24, 1997

THE UNDERSIGNED HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

Signature: \_\_\_\_\_

  
James M. Coady

DATE: November 24, 1997

FILED  
97 NOV 25 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA