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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FAX #:

FROM: STUZIN AND CAMNER, P.A.

075410001634

ACCT#:

CONTACT: TAMMY KELLY

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(305) 442-2389

NAME: MBA FINANCIAL ADVISORS, INC.

AUDIT NUMBER..... H98000000782

DOC TYPE..... FLORIDA PROFIT CORPORATION OR R.A.

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AND AND ASSEE FLORIDA

Audit No. #98000000782 6

ARTICLES OF INCORPORATION FOR MBA FINANCIAL ADVISORS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLEI

The name of the corporation is "MBA FINANCIAL ADVISORS, INC."

ARTICLE II

The principal office and mailing address of this corporation is 1001 Brickell Bay Drive, 9th Floor, Miami, Florida 33131.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLEV

The corporation shall have authority to issue 1,000 shares, all of one class, \$.01 par value.

ARTICLE VI

The street address of the initial registered office is 1001 Brickell Bay Drive, 9th Floor, Miami, Florida 33131. The name of the corporation's registered agent at such address is KENNETH STRAUSS.

This Instrument was prepared by: MARC LIPSITZ, Esquire Florida Bar No. 104960 Spizin and Camner, P.A. 550 Biltmore Way, Suite 700 Coral Gables, Florida 33134 (305) 442-4994

Audit No. #98000000782 6

(305) 442-4994

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the bylaws, but shall not be less than one.

ARTICLE VIII

The number of directors constituting the initial Board of Directors are four (4), whose names and addresses are as follows:

Kenneth Strauss 1001 Brickell Bay Drive - 9th Floor Miami, Florida 33131

Albert Morrison, Jr. 1001 Brickell Bay Drive - 9th Floor Miami, Florida 33131

Antonio L. Argiz 1001 Brickell Bay Drive - 9th Floor Mismi, Florida 33131

Randi K. Grant 1001 Brickell Bay Drive - 9th Floor Miami, Florida 33131

ARTICLE IX

The name and address of the incorporator is Kenneth Strauss, 1001 Brickell Bay Drive, 9th Floor, Miami, Florida 33131.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

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IN WITNESS WHEREOF, I. KENNETH STRAUSS, being the Incorporator and Registered Agent of MBA FINANCIAL ADVISORS, INC., make and file these Articles of Incorporation. Having been named as Registered Agent and to accept service of process for MBA FINANCIAL ADVISORS, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this ________ day of January, 1998.

KENNETH STRAUSS, Incorporator and Registered Agent

STATE OF FLORIDA

)SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this $9\frac{14}{12}$ day of January, 1998 by KENNETH STRAUSS, who is personally known to me or who has produced a valid driver's license as identification.

Notary Public - State of FETTABYERS HUTTON

Printed Name:
Commission No.:

My Commission Expires:

OFFICIAL NOTARY SEAL SUE MEYERS HUTTON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC385269 MY COMMISSION EXP. JAN. 25,1998 98 JAN 13 PH 2: 37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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