

P980000008314

LAW OFFICES

CARUANA, LANGAN, LORENZEN AND MENDELSON

PROFESSIONAL ASSOCIATION

ALBERT G. CARUANA
ELENA B. LANGAN**
DIRK LORENZEN**
STEPHEN A. MENDELSON**

MELISSA J. JACOBS
GEORG H. KETELHOHN

SUITE 1000 COURTHOUSE TOWER
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE (305) 371-7972
TELEFAX (305) 358-6907

*+ BOARD CERTIFIED IN MARITAL AND FAMILY LAW
*+ ALSO ADMITTED TO THE MARYLAND BAR
** ALSO ADMITTED TO THE NEW YORK BAR
++ ALSO LICENSED PSYCHOLOGIST, NEW YORK

January 21, 1998

500002411685--2
-01/26/98--01078--012
****122.50 ****122.50

Secretary of State
Bureau of Corporations
PO BOX 6327
Tallahassee, FL 32314

Re: GINSBURG CAPITAL MANAGEMENT CORP.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for **Ginsburg Capital Management Corp.**, as well as a check made payable to the Department of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fee. Please file the articles and return one copy to our office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your attention to this matter.

Sincerely,

ODI Cardonne

ODI CARDONNE, Legal Assistant

OC/mvs

Enclosures

SEC2\SAM\GINSBURG\SECSTATE.LTR

98 JAN 26 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98-1-27-98

**ARTICLES OF INCORPORATION
OF
GINSBURG CAPITAL MANAGEMENT CORP.**

I, the undersigned, being of legal age and a 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 and initial address of this corporation shall be:

Ginsburg Capital Management Corp.
c/o Kenneth Ginsburg
On-Line Trading, Inc.
2650 North Military Trail
Suite 125
Boca Raton, Florida 33431

FILED
98 JAN 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Number of Shares Authorized	Per Share Par Value	Class of Stock
500	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall be the preemptive right to purchase his pro rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at c/o On-Line Trading, Inc., 2650 North Military Trail, Suite 125, Boca Raton, Florida, 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **KENNETH GINSBURG**.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President:	Kenneth Ginsburg c/o On-Line Trading, Inc. 2650 North Military Trail Suite 125 Boca Raton, Florida, 33431
Secretary/Treasurer:	Kenneth Ginsburg c/o On-Line Trading, Inc. 2650 North Military Trail Suite 125 Boca Raton, Florida, 33431
Director:	Kenneth Ginsburg c/o On-Line Trading, Inc. 2650 North Military Trail Suite 125 Boca Raton, Florida, 33431

ARTICLE VII

The name and address of the incorporator is:

Kenneth Ginsburg
c/o On-Line Trading, Inc.
2650 North Military Trail
Suite 125
Boca Raton, Florida 33431

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in

any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and affect as if her were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of January, 1998.


KENNETH GINSBURG

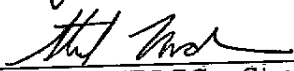
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Kenneth Ginsburg, who is personally known to me ~~or who has produced~~ as identification, and who executed the foregoing Articles of Incorporation, who, after being duly

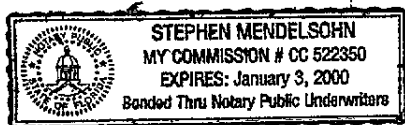
sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid on this 19th day of January, 1998.

My commission expires:



NOTARY PUBLIC, State of Florida




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

In compliance with the laws of Florida, the following is
submitted:

GINSBURG CAPITAL MANAGEMENT CORP. desiring to organize
under the laws of the State of Florida, has named **Kenneth Ginsburg**,
c/o On-Line Trading, Inc., 2650 North Military Trail, Suite 125,
City of Boca Raton, County of Palm Beach, State of Florida, as its
statutory registered agent.

Having been named the statutory agent of the above
corporation at the place designated in this certificate, I hereby
accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the
registered office open.


KENNETH GINSBURG

Dated: 1/19/98, 1998

FILED
98 JAN 26 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA