

Est. 1757

DRAKEFORD
DRAKEFORD
ACCOUNTANTS
A PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 8:33

P98000009482

Reply to:

Tampa, Fl

January 23, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

800002414498--4
-01/28/98-01054--012
*****70.00 *****70.00

Re: Condor Capital Securities, Inc.


Dear Sir/Madam:

Enclosed herein is original and copy of Articles of Incorporation, together with original and copy of Registered Agent Form, regarding the above referenced corporation for filing.

Also enclosed herein is a check in the amount of \$70.00 to cover filing fees.

Please forward filed copy of the Articles of Incorporation to the undersigned at the address shown below.

Sincerely,


Robert L. Singer
Associate

enc.

P.O. Box 22023
Tampa, FL 33622-2023
(813) 248-3001
Fax: (813) 247-4115

P.O. Box 987
Arlington, MA 22216-0987
(703) 527-2299
Fax: (540) 775-7303

P.O. Box 4534
Manchester, CA 03530-4534
(803) 946-4142
Fax: (805) 946-8403

D. BROWN JAN 30 1998

ARTICLES OF INCORPORATION
OF
CONDOR CAPITAL SECURITIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 8:33

The undersigned, for the purpose of forming a corporation hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Condor Capital Securities, Inc, 3001 N Rocky Point Drive East, Tampa, FL

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation will transact any and all lawful business to include, but not restricted to, securities.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued shares.

ARTICLE SIX
INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of the Corporation is 2212 East 4th Avenue, Tampa, FL 33605 and the name of the initial registered agent at such address is Drakeford & Drakeford, P.A.

ARTICLE SEVEN
DIRECTORS/OFFICERS

The name and address of the President of the Corporation is:

Derek Bartsch

3001 N Rocky Point Drive East
Tampa, FL 33607

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Name

Address

Walter H.C. Drakeford

2212 East 4th Avenue
Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name on this 23rd day
of January 1998.

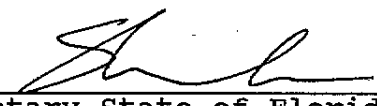


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 23rd day of January 1998 before me, the undersigned
officer, personally appeared Walter H.C. Drakeford, known to me,
to be the person whose name is subscribed to the within
instrument, and acknowledged that he executed the same for the
purpose there contained.

IN WITNESS WHEREOF, I hereunto set my hand and official
seal.



Notary State of Florida



MICHAEL M. SAWAH
COMMISSION # CC 473935
EXPIRES JUN 19, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

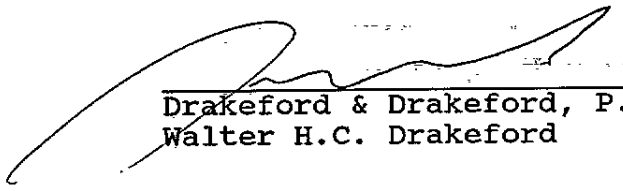
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First that (name of company), desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of (name of county), State of Florida, has named Drakeford & Drakeford, P.A., 2212 East 4th Avenue, Tampa, Florida 33605, Mailing Address: P.O. Box 22023, Tampa, Florida 33622-2023, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT AND ACCEPTANCE;

Having been named to accept service of process for the above named Corporation, at 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.



Drakeford & Drakeford, P.A.
Walter H.C. Drakeford

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 AM 8:33