



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 750490 4303929

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : March 23, 1998

ORDER TIME : 9:23 AM

ORDER NO. : 750490-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 23 PM 12:43

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DOMESTIC FILING

NAME: ITG FUND MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

3/23/98

ARTICLES OF INCORPORATION

OF

ITG FUND MANAGEMENT, INC.

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ARTICLE I

The name of the corporation is ITG FUND MANAGEMENT, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 440 Livingston Road, Naples, Florida 34109.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 440 Livingston Road, City of Naples, County of Collier, State of Florida 34109, and the name of its initial registered agent at such office is Daniel E. Carter.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Daniel E. Carter
440 Livingston Road
Naples, Florida 34109

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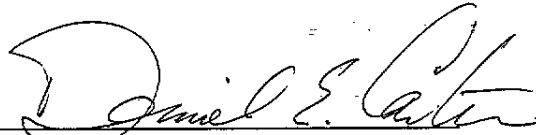
ARTICLE VII

The name of the Incorporator is Daniel E. Carter and the address of the Incorporator is 440 Livingston Road, Naples, Florida 34109.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

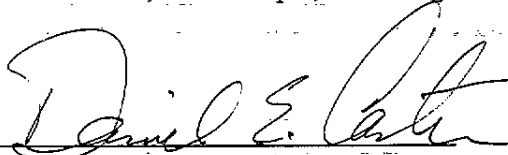
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19 day of March, 1998.



Daniel E. Carter,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ITG FUND MANGEMENT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Daniel E. Carter,
Registered Agent

Dated: March 19, 1998