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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FLOYD & SAMMONS, P.A.

ACCT#: 076726003533

CONTACT: ROBERT O SAMMONS

PHONE: (941) 293-3801

FAX #: (941) 294-0976

NAME: TERRY CAPITAL ADVISORS, INC.

AUDIT NUMBER.....H98000006968

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

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PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

FLOYD & SAMMONS, P.A.

SUBJECT: TERRY CAPITAL ADVISORS, INC.
REF: W98000008229

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE IV THE CITY WAS NOT LISTED.

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Neysa Culligan
Document Specialist

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Letter Number: 398A00019634

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ARTICLES OF INCORPORATION

OF

Terry Capital Advisors, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Terry Capital Advisors, Inc.

ARTICLE II. CAPITAL STOCK

This corporation shall have one class of stock with unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be as fixed by the Board of Directors.

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons
Floyd & Sammons, P.A.
1556 Sixth Street, S.E.
Winter Haven, FL 33880
Florida Bar Number 282952
(941) 293-3801

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ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing with the State of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV. INITIAL PRINCIPAL OFFICE AND

The street address of the initial principal office of the corporation in the State of Florida is 3164 Stonewater Drive, Lakeland FL 33803. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1552 Sixth Street, SE, Winter Haven, FL 33880, and the name of the corporation's initial registered agent at that address is Robert O. Sammons. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors

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A handwritten signature in black ink, appearing to be "R. O. Sammons", is located in the bottom right corner of the page.

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is:

<u>Name</u>	<u>Address</u>
Jock G. Terry	3164 Stonewater Drive Lakeland FL 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert O. Sammons	1552 Sixth Street SE, Winter Haven FL 33880

Executed this 13 day of April 1998.



Robert O. Sammons, Incorporator

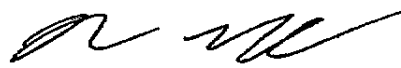
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

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

That Terry Capital Advisors, Inc., desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in the Articles of
Incorporation, at the City of Lakeland FL 33803, County of Polk, State of Florida, has
named, Robert O. Sammons, located at 1552 Sixth Street, SE, Winter Haven, FL 33880 ,
Polk County, Florida, as its agent to accept service of process within this state.



Robert O. Sammons,
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, at the place designated in this certificate, I hereby accept to act in this

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons
Floyd & Sammons, P.A.
1556 Sixth Street, S.E.
Winter Haven, FL 33880
Florida Bar Number 282952
(941) 293-3801

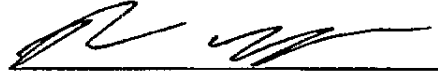
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capacity and agree to comply with the provision of said act relative to keeping open
said office. I am familiar with, and accept, the obligations of that position.



Robert O. Sammons
Registered Agent

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TALLAHASSEE FLORIDA

THIS INSTRUMENT PREPARED BY;
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