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CORPORATION(S) NAME

R. G. Stephens, INC.

98 APR 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Empire-Toll Free: 1-800-432-3028

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98 APR 23 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R.G. Stephens, Inc.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is to be: R.G. Stephens, Inc.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

- 1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.*
- 2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.*

(Continued)

ARTICLE IV

Capital Stock

1. The aggregate number of shares which Corporation is authorized to issue is TEN THOUSAND (10,000) SHARES of Common Stock and such stock shall have par value of ONE (\$1.00) DOLLAR PER SHARE.

2. The initial capitalization will be the issuance of ONE HUNDRED (100) SHARES of Common Stock as set forth below.

ARTICLE V

Initial Registered Office, Initial Registered Agent
and Designated Place of Business or Domicile

The street address in the State of the initial registered office is: 11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410 and the name of the registered agent at such address is PETER R. RENE. The designated place of business or domicile of the Corporation is: 321 Churchill Road, West Palm Beach, Florida 33405.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors consists of one (1) member. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than (1). The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>	<u>Office</u>	<u>Shares</u>
Ronald G. Stephens	321 Churchill Road	President/	100
	West Palm Beach	Treasurer/	
	Florida 33405	Secretary	

(Continued)

ARTICLE VII

Incorporator

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Peter R. René	11000 Prosperity Farms Road Suite 104 West Palm Beach, FL 33405	None

ARTICLE VIII

Incorporation

The name and address of the person signing these Articles of Incorporation is Peter R. René of 11000 Prosperity Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, the registered agent for the Corporation.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Management of Corporation by Shareholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, of the shareholders of the Corporation shall so elect, they may exercise all powers and conduct business and affairs of this Corporation in lieu of the Board of Directors.

(Continued)

ARTICLE XI

Directors' Residency and Compensation

Director's of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The shareholders of this Corporation shall have exclusive authority to fix the compensation of Directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

ARTICLE XII

Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but annual meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIII

Effective Date of Incorporation

These Articles of Incorporation at the direction of the incorporator and with the approval of the initial shareholders and Board of Directors shall be effective April 22, 1998.

(Continue)

ARTICLE XIV

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 22nd day of April

1998.

Peter R René

Peter R. René, Incorporator and Registered Agent

11000 Prosperity Farms Road

Suite 104

Palm Beach Gardens, FL 33410

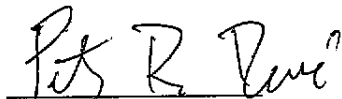
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted in, in compliance

With said Act:

FIRST, that, R.G. Stephens, Inc., desiring to organize under the laws of the State of Florida,
With its principal office indicated in the Articles of Incorporation, in the City of West Palm Beach,
And County of Palm Beach, State of Florida, has named PETER R. RENE located at 11000 Prosperity
Farms Road, Suite 104, Palm Beach Gardens, Florida 33410, to accept services of process for the
Corporation within this State.

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 capacity, and agree to comply with
this provision of said Act relative to keeping open said office.


Peter R. René

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98 APR 23 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA