

P98000037264

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: Incorporation of Koenig, Veitch & Charlton, Incorporated

To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of the above referenced company:

1. The Articles of Incorporation.
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for designation of registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned.
4. Completed designation of registered agent form to be placed on file with the Department of State.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me at 1-800-757-3224.

Sincerely,



Michael T. Koenig
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

of

KOENIG, VEITCH & CHARLTON, Incorporated

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TALLAHASSEE FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Article of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of the corporation is Koenig, Veitch & Charlton, Incorporated, and its principle place of business is 3867 S. Nova Road, Port Orange, FL, 32127.

II. PURPOSE

The purpose for which the corporation is organized is to provide financial and investment management consulting services, and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 1000, all of which shall be common shares with a par value of \$.01 per share.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 3867 S. Nova Road, Port Orange, FL 32127. The initial registered agent at the registered office is Brian L. Charlton.

VI. INCORPORATOR

The name and post office address of the incorporator is:

Michael T. Koenig
3867 S. Nova Road
Port Orange, FL 32127

VII. DIRECTORS

The Board of Directors shall initially consist of three (3) Directors, The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Michael T. Koenig, Chairman
202 Yorkville Place
DeBary, Florida, 32713

Dale E. Veitch
4036 S. Peninsula Dr.
Daytona Beach, FL, 32127

Brian L. Charlton
573 Crooked Stick Dr.
Daytona Beach, FL, 32114

VIII Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

ARTICLE IX Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

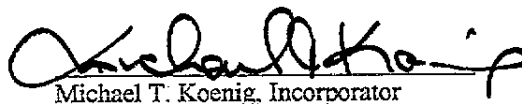
ARTICLE X By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLES XI Preemptive Rights

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

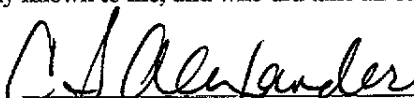
IN WITNESS WHEREOF, I have hereunto subscribed my name this 15 day of April 1998.

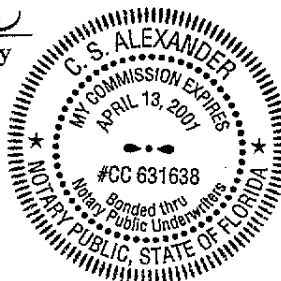

Michael T. Koenig, Incorporator

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 15 day of April 1998 by Michael T. Koenig, who is personally known to me, and who did take an oath.

Signature of Notary


C. Susan Alexander, Public Notary
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICES OF PROCESS WITHIN THIS STATE**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Koenig, Veitch & Charlton, Incorporated, desiring to organize as a corporation under the laws of the State of Florida with its registered office at 3867 S. Nova Road, Port Orange, FL 32127, has named **BRIAN L. CHARLTON**, located at the above registered office, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

Brian L. Charlton, Registered Agent

Date: _____

4/22/98

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