5/27/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

9:53 AM

(((H98000009828 8)))

EFFECTIVE DATE

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: RAM ADVISORS, INC.

AUDIT NUMBER..... 198000009828

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

CERT. OF STATUS..1

PAGES...... (4) DEL.METHOD. PAX

CERT. COPIES.....0

EST.CHARGE.. \$78.75 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

MIUMI OFFICE

H98000009828

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: RAM Advisors, Inc.

5-26-98

Article II. Address

The mailing address of the Corporation is: RAM Advisors, Inc. 607 S. Beach Road Tequesta FL 33469-2848

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Robert A. Miller 607 S. Beach Road Tequesta FL 33469-2848

27 AMII: 49

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert A. Miller

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Richard B. Comiter | FL Bar Member 330027 August Comiter & Kulunas, P.A. 250 Australian Avenue, Suite 1100 West Palm Beach FL 33401 561-835-9600

H98000009828

Copyright @ 1993-1998 CC

H98000009828

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Richard B. Comiter August Comiter & Kulunas, P.A. 250 Australian Avenue, Suite 1100 West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 26, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 27, 1998.

RICHARD B. COMITER

by L.A. Uriarte as attorney-in-fact

Richard B. Comiter | FL Bar Member 330027 August Comiter & Kulunas, P.A. 250 Australian Avenue, Suite 1100 West Palm Beach FL 33401 561-835-9600

H98000009828

~ H98000009828

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

RAM Advisors, Inc.

REGISTERED AGENT/OFFICE:

Robert A. Miller 607 S. Beach Road Tequesta FL 33469-2848 98 MAY 27 AM II: 49
SECRETARY OF STATE

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

ROBERT A. MILLER

by L.A. Uriarte as attorney-in-fact

Date: May 27, 1998.

Richard B. Comiter | FL Bar Member 330027 August Comiter & Kulunas, P.A. 250 Australian Avenue, Suite 1100 West Palm Beach FL 33401 561-835-9600

H98000009828