

LAWRENCE B. JURAN, P.A.

ATTORNEYS AT LAW  
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PALM BEACH GARDENS, FLORIDA 33410

LAWRENCE B. JURAN  
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FEDERAL EXPRESS

July 15, 1998

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

300002590753--3  
-07/16/98-01065-011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Partnership Advisors, Inc.

Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned in the prepaid Federal Express envelope enclosed.

Thank you for your cooperation in this matter.

Very truly yours,

  
Cathy Scott  
Legal Assistant

Enclosures: Check  
Articles (*in duplicate*)  
cc: Patrick J. DiSalvo  
Lawrence B. Juran  
Mark Nussbaum

APPROVED  
AND  
FILED  
98 JUL 16 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PARTNERSHIP ADVISORS, INC.

ARTICLE I - NAME

**EFFECTIVE DATE**  
7-15-98

The name of this corporation is Partnership Advisors, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation, which is also the mailing address of the Corporation, is located at the following address:

3801 PGA Boulevard, Suite 1000  
Palm Beach Gardens, FL 33410

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on July 15<sup>th</sup>, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 20,000 shares of \$0.001 par value common stock, consisting of 10,000 shares of Class A voting common shares and 10,000 shares of Class B non-voting common shares.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Lawrence B. Juran, P.A.  
3801 PGA Boulevard, Suite 1000  
Palm Beach Gardens, FL 33410

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Patrick J. DiSalvo  
3801 PGA Boulevard, Suite 1000  
Palm Beach Gardens, FL 33410

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Rendina	3801 PGA Boulevard, Suite 1000 Palm Beach Gardens, FL 33410

#### ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15<sup>th</sup> day of July, 1998.

  
Patrick J. DiSalvo

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 15<sup>th</sup> day of July, 1998.

LAWRENCE B. JURAN, P.A.

By: 

Lawrence B. Juran, President

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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