

P98000081493
GRAHAM & COTTRILL, P.A.
CERTIFIED PUBLIC ACCOUNTANTS
110 EAST HILLCREST STREET
ORLANDO, FLORIDA 32801

(407) 843-1681
(800) 342-2720
FACSIMILE (407) 423-3156

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 AM 10:24

September 15, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: PARIBAS INVESTMENT SERVICES, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 (\$70 filing fee, \$52.50 Certificate of Incorporation).

FROM: Mr. David W. Graham
PARIBAS INVESTMENT SERVICES, INC.
110 East Hillcrest Street
Orlando, Florida 32801

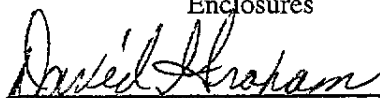
Please verify availability upon receipt of this letter.

If you have any questions concerning the above, please contact our office directly.

Sincerely,


David W. Graham

DWG:cmn
Enclosures

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 1
DATE 9/21/98
DOC. EXAM Doris Brown

D. BROWN SEP 21 1998

ARTICLES OF INCORPORATION

OF

PARIBAS INVESTMENT SERVICES, INC.

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act and Professional Service Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PARIBAS INVESTMENT SERVICES, INC.

ARTICLE II - DURATION

This Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of capital stock, which shall be designated Common Shares with a par value of one dollar and no cents (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in 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.

ARTICLE VI PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this corporation shall be:

110 EAST HILLCREST STREET
ORLANDO, FLORIDA 32801

The name and address of the initial registered agent of this Corporation is:

DAVID W. GRAHAM
110 EAST HILLCREST STREET
ORLANDO, FL 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- a. This Corporation shall have two (2) directors initially.
- b. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Shareholders, but shall never be less than one (1).
- c. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

NAME ADDRESS

David W. Graham
110 East Hillcrest Street
Orlando, Florida 32801

M. Ray Tatum
110 East Hillcrest Street
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR(S)

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

David W. Graham
110 East Hillcrest Street
Orlando, FL 32801

ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer of director or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida this 15th day of September 1998.

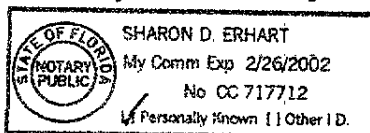

DAVID W. GRAHAM

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of September 1998, by David W. Graham.

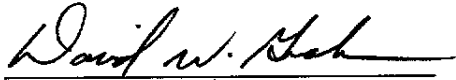

NOTARY PUBLIC

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in cursive script, appearing to read "David W. Graham", is written over a horizontal line.

David W. Graham

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