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LAW OFFICES
JAMES P. PANICO
PROFESSIONAL ASSOCIATION
111 SOUTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

October 26, 1998

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122.50 **78.75

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

Re: H. Bruce Frutchey, P.A.

Dear Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above referenced corporation. We also enclose herewith our firm's check in the amount of \$122.50.

Would you please be so kind as to file the enclosed incorporation and return a certified copy of the Articles to the undersigned.

Thank you for your prompt attention in this matter.

Yours very truly,



James P. Panico

JPP/sr
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 2:15

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ARTICLES OF INCORPORATION

OF

H. BRUCE FRUTCHEY, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, the undersigned, being the sole incorporator, do hereby submit these Articles of Incorporation for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, as amended by Chapter 621, "The Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be H. BRUCE FRUTCHEY, P.A.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice as an investment advisor. The professional services of H. BRUCE FRUTCHEY, P.A. shall be rendered only through its officers, agents and employees who are duly authorized and licensed to practice as an investment advisor in the State of Florida.

This corporation shall not engage in any business other than the practice of investment advisors. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 7,500 shares with a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non assessable. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to such persons who are authorized and licensed to practice as investment advisors in the State of Florida.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be and is the sum of \$500.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located in the City of Altamonte Springs, County of Seminole, State of Florida, and the street address of said principal office of the corporation shall be 660 Maitland Ave.

ARTICLE VII

The number of directors of this corporation shall be one (1) initially. However, the number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, is as follows:

NAME	STREET ADDRESS
H. Bruce Frutchey	660 Maitland Ave. Altamonte Springs, FL 32701

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation is as follows, said subscriber being licensed to practice as an investment advisor in the State of Florida:

NAME	STREET ADDRESS
H. Bruce Frutchey	660 Maitland Ave. Altamonte Springs, FL 32701

The subscriber certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

ARTICLE X

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice as investment advisors in the State of Florida, and who are employees, officers or agents of this corporation or in the name of the corporation.

ARTICLE XI

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability which may otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XII


This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII

The registered agent of the corporation shall be H. Bruce Frutchey, whose address is 660 Maitland Ave., Altamonte Springs, FL 32701.

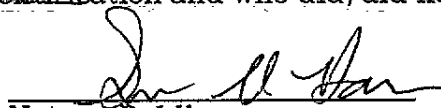
IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file

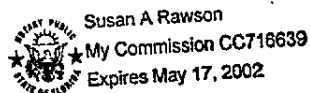
in the office of the Secretary of State of Florida these Articles of Incorporation and certifies that the facts herein stated are true, all this 26 day of October, 1998.


H. Bruce Frutchey, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 26 day of October, 1998, by H. Bruce Frutchey, who is personally known to me ~~or who has~~ produced _____ as identification and who did/did not take an oath.


Notary Public
Print Name: Susan A. Rawson



H. BRUCE FRUTCHEY, P.A.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

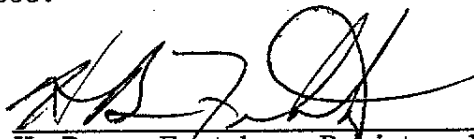
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that H. BRUCE FRUTCHEY, P.A., qualified to do business under the laws of the State of Florida, with its principal office located at 660 Maitland Ave., Altamonte Springs, 32701, County of Seminole, State of Florida, has appointed H. BRUCE FRUTCHEY, at 660 Maitland Ave., Altamonte Springs, 32701, County of Seminole, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: October 26, 1998.



H. Bruce Frutchey, Registered Agent