


P980000092492

to whom it may concern,

Enclosed is the material required and  
the check to process our new corporation.  
(1<sup>st</sup> American Financial Advisors) Please expedite  
this ASAP. Thank you for your  
immediate attention.

600002676026--8  
-10/29/98-01087-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

  
Scott Goldstein

EFFECTIVE DATE  
10-26-98

P.S. Enclosed also is a prepaid fedex  
envelope to send back.  
Thanks

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ARTICLES OF INCORPORATION

OF

FIRST AMERICAN FINANCIAL ADVISERS, INC.

Article I - Name

EFFECTIVE DATE  
10-26-98

The name of this corporation is FIRST AMERICAN FINANCIAL ADVISERS,  
INC..

Article - II Principal Address

3785 North Federal Highway  
Suite 200  
Boca Raton, Florida 33431

Article III - Commencement

This Corporation shall commence on the date of execution and acknowledgment  
of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of transacting any or all lawful  
business including but not limited to (I) to purchase or otherwise acquire and to hold, sell, trade,  
transfer, exchange or otherwise dispose of or turn to account or realize upon securities, and  
commodity contracts of any and all types and descriptions including but not limited to, shares of  
capital stock, treasury stock, bonds, notes, debentures, trust receipts, mortgages, evidences of  
indebtedness, certificates of deposit, choses in action, certificates of interest or participation in  
any profit-sharing agreements, limited [participation in any profit-sharing agreements, limited  
partnership interests, collateral trust certificates, voting trust certificates, fractional undivided  
interests in oil, gas or other mineral rights, put and call options and any and all combinations  
thereof, certificates, receipts, warrants and other instruments representing rights to receive,  
purchase, sell or subscribe for any of the foregoing or representing any other rights or interests  
therein or in any other property or assets and any and all other interests, certificates,  
instruments and documents whether now known or hereafter devised which are or may hereafter  
be commonly known or referred to as securities ( all such items being hereinafter collectively

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referred to as "Securities"); (2) to sell Securities short and to cover such sales; (3) to possess, transfer, mortgage, pledge, hypothecate, create or suffer the creation of security interests in, or otherwise deal in and with, and to exercise all rights, powers, privileges and other incidents of ownership and possession with respect to Securities held or owned by the Corporation for the purpose of preserving, protecting improving or enhancing the value thereof; (4) to borrow or raise moneys, and from time to time without limit as to amount, to issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and other evidences of indebtedness, and to secure the payment of any thereof, and of the interest thereon by the mortgage, pledge, conveyance, assignment in trust of, or the creation of a security interest in, the whole or any part of any property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of any of such obligation of the Corporation for its purpose; (5) to lend any of the Securities, property, assets, or funds of the Corporation with or without security; and (6) to enter into, make and perform all contracts, agreements and other undertakings and to do all things necessary, advisable, incidental or convenient to the carrying out of any of the foregoing.

#### Article V - Capital Stock

This Corporation is authorized to issue 3,250 shares of no-par value, common stock,

#### Article VI - Initial Registered Office and Agent

The Street Address of the initial registered office of this Corporation is 3785 North Federal Highway, Suite 200, Boca Raton, Florida 33431 and the name of the initial registered agent at the above named address is Scott H. Goldstein..

#### Article VII - Initial Board of Directors

This Corporation shall have one (3) director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

#### Article VIII - Incorporate

The name and address of the person signing these articles is Scott H Goldstein, 3785 North Federal Highway, Suite 200, Boca Raton Florida 33431.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

Article XI - Amendment

This 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.

Article XIV - Preemptive Rights

The Shareholders of this Corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of October, 1998.

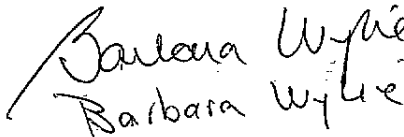
  
\_\_\_\_\_  
Scott H. Goldstein, Incorporator

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF PALM BEACH    )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Scott H. Goldstein, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.



Barbara Wylie  
MY COMMISSION # CC748870 EXPIRES  
April 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Barbara Wylie

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT FIRST AMERICAN FINANCIAL ADVISERS, INC DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF  
FLORIDA, HAS NAMED SCOTT H. GOLDSTEIN LOCATED AT 3785 NORTH FEDERAL  
HIGHWAY, SUITE 200, BOCA RATON, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE \_\_\_\_\_

SCOTT H. GOLDSTEIN, INCORPORATOR

DATE: \_\_\_\_\_

10/26/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE \_\_\_\_\_

DATE: \_\_\_\_\_

10/26/98

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal this 26 day of October, 1998.

Barbara Wylie  
Notary Public Barbara Wylie  
My commission expires:



Barbara Wylie  
MY COMMISSION # CC748870 EXPIRES  
April 22, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 29 AM 1:15