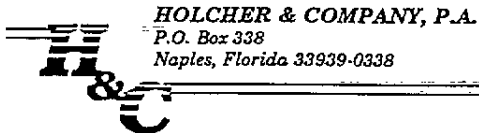


P98000100965

Requestor's Name



HOLCHER & COMPANY, P.A.
Certified Public Accountants

From the desk of
Max A. Holcher, CPA

known):

Stolo & Fl.

100002389501-3
-01/05/98-01060-019
*****70.00 *****70.00
Office Use Only

Dear Sirs:

EFFECTIVE DATE
11-30-98

tified Copy

tificate of Status

Enclosed are 3 applications
for corporations:

1) MAH II DISTRIBUTORS, INC.

2) FINANCIAL RESEARCH INSTITUTE, INC.

3) S.E.E. DISTRIBUTORS, INC.

Along with 3 separate ✓'s
for each corporation

FILED
98 DEC -3 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98-456~~
~~W98-5316~~
~~W98-14867~~

~~789,631,531,2550~~
~~789,534,2554,624,619,~~
~~2550~~

Dmc 12/4/98
1898

Examiner's Initials



HOLCHER & COMPANY, P.A.
Certified Public Accountants and Personal Financial Specialists
AND AFFILIATED COMPANIES

The CPA. Never Underestimate The Value.



November 30, 1998

Division of Corporations
Florida Department of State
Attn: Doris McDuffie
Corporate Specialist Supervisor
P.O. Box 6327
Tallahassee, Florida 32314

RE: Financial Research Institute, Inc.
Letter Number: 298A00035388

Dear Doris:

Again, we are submitting an application for incorporation for the above entity. Please find enclosed copies of letters and correspondences from you and articles of incorporation for Financial Research Institute, Inc. with Max A. Holcher, CPA listed as the Registered Agent instead of O.H.C., L.P.

Please accept this as our new application for incorporating this entity.

Cordially,

Holcher & Affiliated Co.

Tammi Nickerson
Office Manager

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 29, 1998

MAX A. HOLCHER, CPA
HOLCHER & COMPANY
P.O. BOX 338
NAPLES, FL 33939-0338

SUBJECT: FINANCIAL RESEARCH INSTITUTE, INC.
Ref. Number: W98000014889

We have received your document for FINANCIAL RESEARCH INSTITUTE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Registered Agent designated in your document must be an active corporation on our records. Please designate an individual or another active corporation. I have attached a computer print-out of THE OHC FAMILY LIMITED PARTNERSHIP, a dissolved Limited Partnership.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00035388

ARTICLES OF INCORPORATION
OF
FINANCIAL RESEARCH INSTITUTE, INC.

FILED

98 DEC -3 AM 10:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Financial Research Institute, Inc. **EFFECTIVE DATE**

ARTICLE II

11-30-98

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III

The general purposes for which this corporation is organized are to engage in the business of providing financial services; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The principal address and the mailing address of this corporation is:

600 5th Ave. S., Suite #303
Naples, FL 34102

ARTICLE VI

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

Max. A. Holcher, CPA
396 Yucca Rd.
Naples, FL 34102

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Max A. Holcher
600 5th Ave. South
Suite #303
Naples, FL 34102

ARTICLE VIII

The Bylaws of the corporation may be adopted altered, amended or replaced and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 30th day of November, 1998.


Signature/Incorporator

11-30-98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

11-30-98
Date

FILED
98 DEC -3 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA