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WILLIAM A. MALNICK, ESQUIRE

NationsBank Tower---Suite 2700

100 S.E. 2nd Street

Miami, Florida 33131-2146

(305) 374-7415

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January 4, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/08/99--01116--012

\*\*\*\*131.25 \*\*\*\*87.50

RE: BRUCE KELLEY & COMPANY, INC.

To whom it may concern:

Enclosed please find the Articles Of Incorporation for BRUCE KELLY & COMPANY, INC. along with my trust account check #230 in the amount of \$131.25 for the following items:

Filing Fees \$70.00

Certified Copies \$52.50

Certificate of Good Standing \$8.75

A self addressed stamped envelope is enclosed to send the above items to my office upon completion. If you have any questions please do not hesitate to call.

Very truly yours,

WILLIAM A. MALNICK

WAM/ta  
enclosure

cc: Bruce Kelly

wam\brucekel.ly\deptstat.ltr

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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11-1-99

**ARTICLES OF INCORPORATION**  
**OF**  
**BRUCE KELLY & COMPANY, INC.**

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THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be: **BRUCE KELLY & COMPANY, INC.**

**ARTICLE II**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To engage in any and all activities which are customary and proper for the carrying on of business as a licensed Commodities Broker, including but not limited to the entering into of contracts, the carrying on of negotiations, the solicitation of new accounts, engaging in the purchase and sale of commodities futures and/or any other type of "financial asset" regardless of whether it is termed an "equity asset", a "debt asset", or otherwise, and the ability to receive and disburse funds to carry on any of the aforementioned powers;

To be registered as a Commodity Trading Advisor and as a Commodity Pool Operator with the Commodity Futures Trading Commission.

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Chapter 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ,

## **ARTICLES OF INCORPORATION BRUCE KELLY AND COMPANY, INC.**

sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

### **ARTICLE IV**

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

### **ARTICLE V**

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

William A. Malnick, Esq.  
NationsBank Tower, Ste. 2700  
100 S.E. 2nd St.  
Miami, Florida 33131-2146

**ARTICLES OF INCORPORATION  
BRUCE KELLY AND COMPANY, INC.**

**ARTICLE VI**

The initial Board of Directors shall consist of a total of 1 person(s), and the name and address of the person(s) who shall serve as an initial director(s) is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Secretary	Bruce Kelly	2000 N.W. 107th Ave Pembroke Pines, FL 33026

**ARTICLE VII**

The street address of the principal place of business is:

2000 N.W. 107th Ave.  
Pembroke Pines, FL 33026

**ARTICLE VIII**

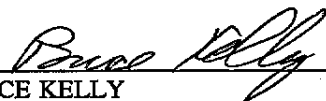
BRUCE KELLY & COMPANY, INC., intends, shortly after the formation, to elect for treatment of BRUCE KELLY & COMPANY, INC., under Subchapter "S" for purposes of Federal Income Tax liability.

**ARTICLE IX**

The name and address of the incorporator executing these articles of incorporation is:

Bruce Kelly  
2000 N.W. 107th Ave.  
Pembroke Pines, FL 33026

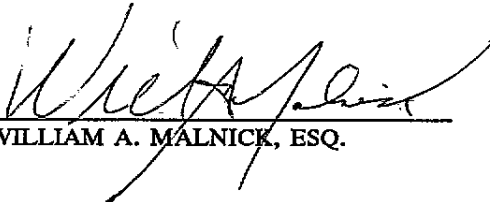
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16 day of October, 1998.

  
\_\_\_\_\_  
BRUCE KELLY

**ARTICLES OF INCORPORATION  
BRUCE KELLY AND COMPANY, INC.**

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I, William A. Malnick, Esq., having been named as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
WILLIAM A. MALNICK, ESQ.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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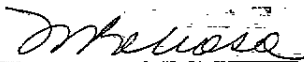
STATE OF FLORIDA)

COUNTY OF DADE )

The foregoing instrument was acknowledged before me personally, an officer authorized to take acknowledgements, by WILLIAM A. MALNICK, well known to me to be the persons authorized to execute the foregoing instrument OR has produced his Form Of Identification:

and who, after being first duly cautioned and sworn, under oath, acknowledges and represents that he has read the foregoing ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION and that same is true, correct and complete.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of January, 1998. 1999

  
Michelle Reboso  
Notary Public, State of Florida

Commission Number: CC533619

My Commission Expires:

wam\brucekel.ly\incorp.art



MICHELLE REBOSO  
My Commission CC533619  
Expires Feb. 19, 2000