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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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January 28, 1999

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

Re: Paul & Partners Financial Services, Inc.

Dear Sirs:

Enclosed find two copies of Articles of Incorporation for the above corporation and a \$122.50 check for the filing fee.

Please mail me the approved copy at the above address.

Please advise if you need additional information.

Respectfully,

Joseph E. Roth

encl

D. BROWN FEB - 4 1999

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ARTICLES OF INCORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Act, Hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be: **Paul & Partners Financial Services, Inc**

ARTICLE II PRINCIPAL OFFICE

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

**8695 College Parkway, Suite 326
Ft. Myers, Florida 33919**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares \$1 par, common stock.

ARTICLE IV INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent:

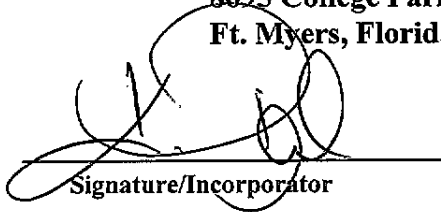
**Kirsten Paul
8695 College Parkway, Suite 326
Ft. Myers, Florida 33919**

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ARTICLE V INCORPORATOR

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

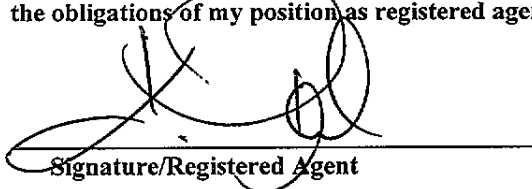
Kirsten Paul
8695 College Parkway, Suite 326
Ft. Myers, Florida 33919



Signature/Incorporator

01-28-99
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 I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

01-28-99
Date