



399 W. PALMETTO PARK ROAD • SUITE 206
BOCA RATON, FLORIDA 33432
(561) 368-9518
FAX (561) 368-9519
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S. HOWARD REED, C.P.A.
RANDALL H. REED, C.P.A.

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-01/22/99-01120-001

*****70.00 *****70.00

January 10, 1999

Secretary of State
Division of Corporations
The Capital
Tallahassee, FL 32304

Re: Reed and Company Financial
Services, Inc.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for Reed and Company Financial Services Inc., along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered
399 W. Palmetto Park Rd., #206
Boca Raton, FL 33432
Attn: Randall H. Reed

Yours very truly,

Randall H. Reed, C.P.A.

RHR:lms
Enc.

FILED
99 FEB -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-2086
SD
2/9



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 1999

REED AND COMPANY, CHARTERED
ATTN: RANDALL H. REED
399 W. PALMETTO PARK RD., #206
BOCA RATON, FL 33432

SUBJECT: REED AND COMPANY FINANCIAL SERVICES, INC.
Ref. Number: W99000002086

We have received your document for REED AND COMPANY FINANCIAL SERVICES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 899A00003709

ARTICLES OF INCORPORATION
OF
REED AND COMPANY FINANCIAL ADVISORS, INC.

FILED
99 FEB -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: Reed and Company Financial Advisors, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432

ARTICLE VII

This Corporation shall have two directors, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are: Randall H. Reed, 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432 and S. Howard Reed, 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432.

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by

the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director of directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anyway interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anyway interested.

ARTICLE X

The name and address of the incorporator of this Corporation is:
Randall H. Reed, 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432.

ARTICLE XI

The name and address of the registered agent of this Corporation is:
Randall H. Reed, 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd of FEBRUARY, 1999.

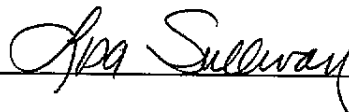


Incorporator

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

Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared Randall H. Reed, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

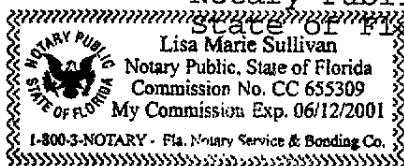
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd date of February, 1999.



Notary Public
State of Florida at Large

Lisa Marie Sullivan
Notary Public, State of Florida
Commission No. CC 655309
My Commission Exp. 06/12/2001

My Commission expires:

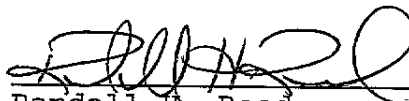


ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is 399 W. Palmetto Park Rd., #206, Boca Raton, Fl 33432.



Randall H. Reed

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA