

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : RAYMOND JAMES FINANCIAL, INC.
Account Number : I19980000048
Phone : (727) 573-3800
Fax Number : (727) 573-8053

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 17 AM 9:22

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FLORIDA PROFIT CORPORATION OR P.A.

Robert Thomas Securities, Inc.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
ROBERT THOMAS SECURITIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is ROBERT THOMAS SECURITIES, INC. and its principal place of business shall be located at 880 Carillon Parkway, St. Petersburg, Florida 33716.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The Corporation is authorized to issue 100 Shares of common stock at One Dollar (\$1.00) par value, which shall be designated "Common Shares", to Raymond James Financial, Inc., its parent company.

ARTICLE V

Stockholders shall not have pre-emptive rights.

ARTICLE VI

The street address of the initial registered office of this corporation is 880 Carillon Parkway, St. Petersburg, Florida, 33716, and the name of the initial registered agent of this corporation at that address is Paul L. Matecki.

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ARTICLE VII

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as set forth in the by-laws but shall never be less than one (1). The name and addressee of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
J. Stephen Putnam	880 Carillon Parkway St. Petersburg, FL 33716
Jeffrey P. Julien	880 Carillon Parkway St. Petersburg, FL 33716

ARTICLE VIII

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
J. Stephen Putnam President	880 Carillon Parkway St. Petersburg, FL 33716
Jeffrey P. Julien Treasurer	880 Carillon Parkway St. Petersburg, FL 33716
Grace Palsha Secretary	880 Carillon Parkway St. Petersburg, FL 33716

ARTICLE IX

The name and address of the Incorporator signing these articles is:

Paul L. Matecki, Esquire
880 Carillon Parkway
St. Petersburg, FL 33716

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ARTICLE X

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI

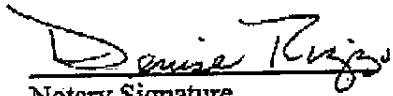
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of March 1999.


Paul L. Matecki

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of March 1999, by Paul L. Matecki who is personally known to me or who has produced N/A as identification and who did/did not take an oath.


Notary Signature

DENISE RIZZO
Notary Public, State of Florida
My Comm. Expires Dec. 9, 2001
No. CCA00002

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**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ROBERT THOMAS SECURITIES, INC. desiring to organize or qualify under the laws of the State of Florida, has named Paul L. Matecki as its agent to accept service of process with Florida.

Dated: March 11, 1999

By: 
Paul L. Matecki
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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

Dated: 3-11-99

By: 
Paul L. Matecki
Registered Agent

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