

ALFORD, BARBER & MARIANI

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May 17 1999

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002881617--4

-05/20/99-01095-005

****122.50 ****78.75

Re: IRA Distribution Council, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for IRA Distribution Council, Inc. along with our firm's check in the amount of \$122.50 as the filing fee and certified copy fee for the above corporation. Please return a certified copy of the Articles of Incorporation to us.

If you have any questions, please do not hesitate to call. Thank you for your assistance on this matter.

Yours very truly,

Debbie A. Borgh

Debbie A. Borgh
Legal Assistant

dab
Enclosures

FILED
99 MAY 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/25/99
mjm

ARTICLES OF INCORPORATION
OF
IRA DISTRIBUTION COUNCIL, INC.

FILED
99 MAY 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is IRA DISTRIBUTION COUNCIL, INC.
and its mailing address is 611 Druid Road, Suite 105, Clearwater, Florida 33756.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of
acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all
lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value
common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 611 Druid Road, Suite 105, Clearwater, Florida and the name of its initial registered agent of this corporation at that address is Robert E. Wayland.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Robert Wayland	611 Druid Road, Suite 105 Clearwater, FL 33756
V. Raymond Ferrara	611 Druid Road, Suite 105 Clearwater, FL 33756
Chuck C. Beard	10333 N. Meridian, Suite 105 Indianapolis, IN 46290
Jack C. Beatty	7373 N. Scottsdale Road, Suite A-287 Scottsdale, AZ 85253
Frederick V. McDonald	301 Edgewater Place, Suite #330 Wakefield, MA 01880
Robert F. Spivey	3733 National Drive, Suite 120 Raleigh, NC 27612

ARTICLE VII

INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
Robert Wayland	611 Druid Road, Suite 105 Clearwater, FL 33756

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

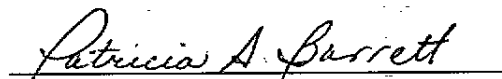
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 19th day of April, 1999.


ROBERT WAYLAND

STATE OF FLORIDA
COUNTY OF PINELLAS

19th The foregoing Articles of Incorporation were acknowledged before me this day of April, 1999.


Notary Public
My Commission Expires: February 5, 2003




Patricia A. Barrett
MY COMMISSION # CC806390 EXPIRES
February 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of which is contained in the foregoing Articles of Incorporation.

Dated this 19th day of April, 1999.



ROBERT WAYLAND, as Registered Agent

FILED
99 MAY 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA