

*999000076084*  
*Law Offices of*  
*Jeffrey R. Eisensmith, P.A.*

ONE FINANCIAL PLAZA  
SUITE 1610  
FT. LAUDERDALE, FL 33394

TELEPHONE (954) 523-7601  
TELEFAX (954) 462-0140

August 19, 1999

600002966936--7  
-08/23/99--01104--009  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

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

RE: Associated Advisors, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for ASSOCIATED ADVISORS, INC., along with our check in the amount of \$122.50. Please file the enclosed documents and forward confirmation of said filing to this office as soon as possible.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm  
Encl.

FILED  
99 AUG 23 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
ASSOCIATED ADVISORS, INC.

ARTICLE I  
CORPORATE NAME

The name of the corporation is ASSOCIATED ADVISORS, INC.

ARTICLE II  
DURATION

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V  
SHAREHOLDER'S 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 offer to others.

ARTICLE VI  
INITIAL REGISTERED AGENT  
INITIAL REGISTERED OFFICE

This corporation's initial registered agent and registered office in the State of Florida is Michael R. Ballotta, 3801 Hollywood Blvd., 3rd Floor, Hollywood, FL 33021.

ARTICLE VII  
CORPORATE ADDRESS

This corporation's initial address is 3801 Hollywood Blvd., 3rd Floor, Hollywood, FL, 33021.

ARTICLE VIII  
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name of the initial director of this corporation is Michael R. Ballotta, 3801 Hollywood Blvd., 3rd Floor, Hollywood, Florida 33021.

FILED  
99 AUG 23 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IX  
INCORPORATOR

The name of the person signing these Articles is Michael Ballotta, 3801 Hollywood Blvd., 3rd Floor, Hollywood, FL 33021.

ARTICLE X  
AMENDMENT

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

ARTICLE XI  
AMENDMENTS TO BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XII  
CORPORATE POWERS

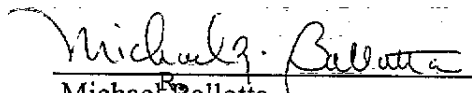
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII  
INDEMNIFICATION

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

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

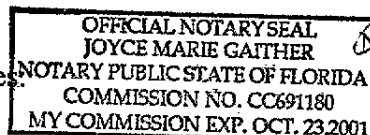
  
Michael Ballotta  
Incorporator and Registered Agent

STATE OF FLORIDA )  
COUNTY OF BROWARD)

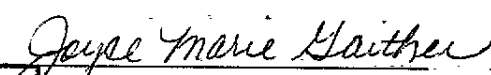
BEFORE ME, the undersigned authority personally appeared MICHAEL BALLOTTA, who is personally known to me ~~or who produced~~ \_\_\_\_\_ as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 18<sup>th</sup> day of

August, 1999.



My Commission Expires

  
Notary Public

FILED  
99 AUG 23 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA