



# THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

December 18, 1995

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900001675929  
-01/02/96--01118--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: B & A Advisors, Inc.  
P0885242B BOT

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for B & A Advisors, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett  
Corporate Service Representative

enc.

FILED  
36 JAN -2 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18-96

ARTICLES OF INCORPORATION

OF  
B & A Advisors, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be B & A Advisors, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 42 Rosebay Ct., Monmouth Junction NJ 08852.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Ian Bothwell Enrique Wallon 424-11, Col. Polanco Mexico DF Mexico 11560

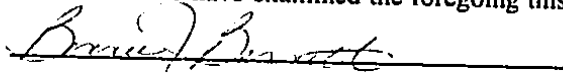
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation  
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 15th day of December, 1995.



State of Delaware

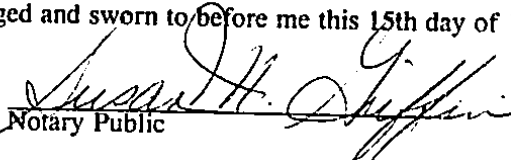
County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of December, 1995 by Bonnie J. Bennett.

NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994

Term 2 Years

  
Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
PROCESS MAY BE SERVED.

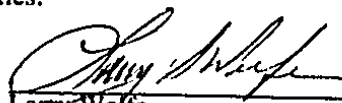
In compliance with Section 607.1507, Florida Statutes, the following is  
submitted:

First, this B & A Advisors, Inc.

desiring to organize under the laws of the state of Florida with its principal place of  
business located in the city of Monmouth Junction, State of

~~FLORIDA~~, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL  
New Jersey  
32303-6643 as its agent for service of process within Florida.

Having been named 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, and I further agree to comply with the provisions of all statutes relative to  
the proper and complete performance of my duties.

  
Larry Wolfe

December 15, 1995  
Date