



Department of State.

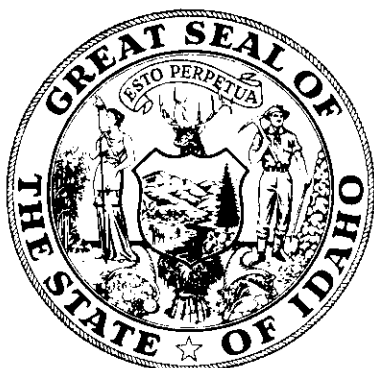
**CERTIFICATE OF AUTHORITY
OF**

INVESTMENT MANAGEMENT & RESEARCH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***INVESTMENT MANAGEMENT & RESEARCH, INC.*** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ***INVESTMENT MANAGEMENT & RESEARCH, INC.*** to transact business in this State under the name ***INVESTMENT MANAGEMENT & RESEARCH, INC.*** and attach hereto a duplicate original of the Application for such Certificate.

Dated ***August 14***, 19***81***.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

C T CORPORATION SYSTEM



Associated with The Commercial Trust Company
8751 W. BROWARD BOULEVARD, PLANTATION, FLORIDA 33324 (805) 473-5503

November 6, 1984

Secretary of State
Corporation Department
State House
Boise, Idaho 83720

#167552

RE: INVESTMENT MANAGEMENT & RESEARCH, INC.
(Florida Domestic)

COUNSEL: Jacobs, Robbins, Gaynor, Hampp,
Burns, Cole & Shasteen
P. O. Box 14034
St. Petersburg, Florida 33733

Gentlemen:

We have previously assisted counsel with the qualification of the above-named company in your state, and at that time, we inadvertently showed the number of authorized shares as 9,000 shares at \$1.00 par value.

We hereby wish to notify your office that the correct number of authorized shares is 5,000 at \$1.00 par.

We hereby request that your records be corrected to show the correct number of shares, advising this office that the same has been accomplished.

In the event that your records cannot be corrected by way of this letter, please advise this office of any additional requirements that must be met.

We are enclosing a copy of this transmittal and request that you make a notation that your records have been corrected or of any additional requirements.

We thank you for your kind assistance on this matter.

Very truly yours,

C.T. CORPORATION SYSTEM

Peter F. Souza
Service Representative

PFS:fg
Enc.

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is _____
INVESTMENT MANAGEMENT & RESEARCH, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Florida
4. The date of its incorporation is 9/12/73 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 6090 Central Ave., St. Petersburg, FL
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of Securities

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	"see attached rider"	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
9,000	common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
5,000	common	1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated August 5, 19 81.

INVESTMENT MANAGEMENT & RESEARCH, INC.

By William R. Emrick

Its Vice President

and Alene Levan

Its Corporate Secretary

STATE OF Florida)
COUNTY OF Pinellas) ss:

I, Mary Elizabeth Haas, a notary public, do hereby certify that on this 5th day of August, 19 81, personally appeared before me William R. Emrick, who being by me first duly sworn, declared that he is the Vice President/Treas. of _____

INVESTMENT MANAGEMENT & RESEARCH, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Notary Public, State of Florida at Large
My Commission Expires MAY 11, 1985

Mary E. Haas
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS/DIRECTORS FOR INVESTMENT MANAGEMENT & RESEARCH, INC.

NAME: Robert Allen James
TITLE: Director
RESIDENCE: 5200 Point Brittany, Condo #4, Essex House 809, St. Petersburg, FL 33715
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Thomas Alan James
TITLE: Director
RESIDENCE: 7977 9th Avenue South, St. Petersburg, FL 33707
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Robert Fletcher Shuck
TITLE: Director
RESIDENCE: 7991 11th Avenue South, St. Petersburg, FL 33707
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Milton Anthony Greene
TITLE: President
RESIDENCE: 1766 Trapnall Drive, Dunwoody, GA 30338
BUSINESS: 72 Perimeter Center East N.E., Suite 7223, Atlanta, GA 30346

NAME: William Roach Emrick
TITLE: Vice President/Treasurer
RESIDENCE: 827 Snell Island Boulevard, St. Petersburg, FL 33704
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Thomas William Krejci
TITLE: Assistant Vice President/Assistant Treasurer
RESIDENCE: 10050 82nd Street North, Seminole, FL 33542
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Gerald Alvin Greene
TITLE: Vice President
RESIDENCE: 2230 South Patterson Boulevard, Kettering, OH 45409
BUSINESS: 1570 Winters Bank Tower, 40 North Main Street, Dayton, OH 45403

NAME: David Mervin King
TITLE: Vice President
RESIDENCE: 3007 Tam O'Shanter, Hays, KS 67601
BUSINESS: First National Bank Building, Suite 408, Hays, KS 67601

NAME: Agnes Seroor
TITLE: Corporate Secretary
RESIDENCE: 446 16th Avenue Northeast, St. Petersburg, FL 33704
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

NAME: Mary Haas
TITLE: Assistant Corporate Secretary
RESIDENCE: 8034 35th Avenue, North, St. Petersburg, Fla. 33743
BUSINESS: 6090 Central Avenue, St. Petersburg, FL 33707

State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation of INVESTMENT MANAGMENT & RESEARCH, INC., a corporation organized under the laws of the State of Florida, incorporated on September 12, 1973, as shown by the records of this office.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
5th day of August, 1981.



George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
INVESTMENT MANAGEMENT & RESEARCH, INC.

The undersigned natural person(s) of the age of ~~twenty-~~
one or more, acting as incorporators under the provisions of
Florida Statutes, Chapter 608, adopt the following Articles
of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

INVESTMENT MANAGEMENT & RESEARCH, INC.

ARTICLE II

Term of existence

The duration of this corporation is to be perpetual.

ARTICLE III

Purposes

The corporation may engage in any activity or business
permitted under the laws of the United States of America and
of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 5,000 shares of common stock (each with a par value of \$1.00).

ARTICLE V

Minimum Capital

The amount of capital with which the corporation shall begin business shall be not less than \$500.00.

ARTICLE VI

Subscribers, Incorporators & Directors

The names and addresses of the Subscriber(s), Incorporator(s) and Director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
Steven C. Kessler	445 - 31st Street North St. Petersburg, Florida

ARTICLE VII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall

be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE VIII

Stock Transfer Agreements

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledges, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE IX

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

ARTICLE X

Pre-emptive Rights

No holder of any shares of stock of the corporation shall have any pre-emptive rights whatsoever to subscribe for or acquire additional shares of the corporation of any class, whether such shares shall be hereby or hereafter authorized; and no holder of shares shall have any rights to subscribe to or acquire any shares which may be held in the treasury of the corporation; nor shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to

purchase stock. All such additional or treasury shares or securities convertible into stock or carrying any right to purchase stock may be sold for such consideration, at such time, on such terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine. Florida Statute 608.42(2), pre-emptive rights, shall not apply to this corporation.

ARTICLE XI

Inspection of Books

Each shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XII

Directors

A. Selection and Replacement

1. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors

may be, as provided for by by-laws adopted by the shareholders, increased or decreased, but shall never be less than one (1) director.

2. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

3. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder

may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

4. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

B. Directors' Meetings

The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by majority vote of the members of the Board present at the meeting. In lieu of acting at a meeting, the Board may act without a meeting provided that written consent to the action in question is signed by all the directors and filed with the minutes of the Board before or after the action in question is taken.

C. Executive Committee

The Directors may annually appoint from among themselves two Directors who shall serve as an Executive Committee and said Committee shall have the full powers of the Board of Directors

when said board is not in session to transact the ordinary business of the corporation. The ordinary business of this corporation shall not include the employment of the officers, the determination of their duties, their compensation or their dismissal (whether in the capacity of an officer, or in some other additional capacity), the formation and installation of pension plans or profit sharing forms of compensation, the declaration of dividends, the issuance of stock, the borrowing of funds or establishing lines of credit for the corporation, the bringing of suits, or the amendment of by-laws, or the exercise of option arrangements under the provision of any agreement permitting the corporation to purchase stock of this or another corporation.

The requirements of notice and quorum and informal action by written consent which apply to the board of directors apply to the Executive Committee.

D. Telephone Meetings

Members of the board of directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE XIII

Partly Paid Shares

The Board of Directors may by resolution authorize the issue of the whole or of any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIV

Interested Directors

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officer-ship or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors,

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders;

(3) If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders;

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which approves such contract or transaction.

C. The board shall have authority to fix the compensation of directors for services in any capacity.

ARTICLE XV

Long-Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

Director Reliance on Corporate Records

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XVII

Effective Date

The date that corporate existence shall begin shall be upon filing with the Secretary of State. This election is pursuant to Florida Statute 608.04.

ARTICLE XVIII

Initial Office and Resident Agent

The address of the initial office of this corporation is 445 - 31st Street North, St. Petersburg, Florida. The

name of the resident agent of this corporation is Steven C. Koeqler, 445 - 31st Street North, St. Petersburg, Florida.

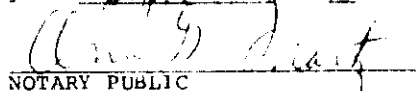
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 7 day of September 1973.


STEVEN C. KOEGLER

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared STEVEN C. KOEGLER, who, after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of INVESTMENT MANAGEMENT & RESEARCH, INC., as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 7th day of Sept, 1973.


NOTARY PUBLIC

My commission expires:

Notary Public - State of Florida
My Commission Expires: 12/31/74

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

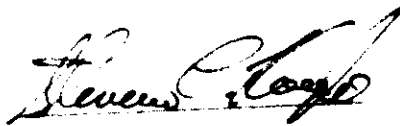
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That INVESTMENT MANAGEMENT & RESEARCH, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at St. Petersburg, Pinellas County, Florida, has named Steven C. Koegler, located at 445 - 51st Street North, St. Petersburg, Pinellas County, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



(Resident Agent)