

11140

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0172

000-342-8086



TR 000011140

ACCOUNT NO : 0721000000

REFERENCE : 831644 89162A

AUTHORIZATION : *Patricia Pyrite*

COST LIMIT : \$ 122.50

ORDER DATE : February 2, 1996

ORDER TIME : 8:41 AM

ORDER NO. : 831644

100001706531

CUSTOMER NO: 89162A

CUSTOMER: Ms. Sally Stauffer
ANANIA BANDKLAYDER &
BLACKWELL, P.A.
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: *APR FINANCIAL CORP.*

96 FEB -5 PM 3:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HBD

EXAMINER'S INITIALS: T. BROWN FEB - 5 1996

FILED
96 FEB -5 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
APR FINANCIAL CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

APR FINANCIAL CORP.

The address of the principal office of this corporation shall be 3725 East 10th Court, Hialeah, Florida 33013, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Remberto Bastanzuri Dir.	3725 East 10th Court Hialeah, Florida 33013
Henry Martinez Dir.	Same
Ruben Mastrapa Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Remberto Bastanzuri Pres.	3725 East 10th Court Hialeah, Florida 33013
Henry Martinez V. Pres.	Same
Ruben Mastrapa V. Pres./Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 5, 1996 .

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED
96 FEB -5 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

CLD/hbd

96000011140
FILED

100 N. HENRY STREET
TALLAHASSEE, FL 32301
904-224-0000
904-224-0000 FAX

96 FEB 16 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. # 0271000000032
REFERENCE # 031644 091620
AUTHORIZATION # Patricia Pyjick
COST LIMIT # \$ 07.50

ORDER DATE # February 7, 1996
ORDER TIME # 11:16 AM
ORDER NO. # 031644
CUSTOMER NO# 091620

500001717255

CUSTOMER: Ms. Sally Stauffer
Anania BandLayder &
Suite 3300, international Place
100 S.e. Second Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: APR FINANCIAL CORP.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

RECEIVED
96 FEB 16 PM 1:12
DIVISION OF CORPORATION
N. HENDRICKS FEB 16 1996

CONTACT PERSON: CLINT FUHRMAN
EXAMINER'S INITIALS: _____

FILED
96 FEB 16 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
APR FINANCIAL CORP.

Articles VI and VII of the Articles of Incorporation of APR FINANCIAL CORP. shall be amended to read as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors. The names and addresses of the members of the Board of Directors are:

Remberto Bastanzuri Dir.	3725 East 10th Court Hialeah, Florida 33013
Luis A. Zeigenhirt Dir.	Same

ARTICLE VII. OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:


Luis A. Zeigenhirt Pres.	3725 East 10th Court Hialeah, Florida 33013
Rosa Thuemler Sec.	Same

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 15th day of February, 1996.

CORPORATION SERVICE COMPANY


By: Its Agent, Gail Shelby
As Incorporator

P960000/1140

ANNUNIA
BANDKLAYDER & BLACKWELL
ATTORNEYS AT LAW
ONE INTERNATIONAL PLACE, SUITE 3300
100 SOUTHEAST SECOND STREET
MIAMI, FLORIDA 33131-2144

FRANCIS A. ANANIA
DANIEL K. BANDKLAYDER
MAURICE J. BAUMGARTEN
DONALD A. BLACKWELL
M. CATHERINE HITE
AMY MARCUS HOLLUB
KRISTIN A. KEATING
RICHARD D. LARA
SHERRI L. MULLINS
ROBERTO A. TORRICELLA, JR.

TELEPHONE (305) 373-4900
FACSIMILE (305) 373-0914
E-Mail: anania@counsel.com

DAVID A. SCHWARTZ
OF COUNSEL

August 5, 1997

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

200002260412--6
-08/07/97--01037--010
*****35.00 *****35.00

RE: APR Financial Corp.

97 AUG -7 PM 12:34
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed is a Statement of Change of Registered Office and Registered Agent for filing with the Florida Department of State, along with our check in the amount of \$35.00 as payment of the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Elaine M. Petrillo
Elaine M. Petrillo
Legal Assistant

/emp
Encl.

RA Chg.

VS AUG 18 1997

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

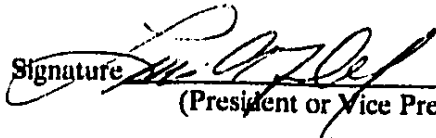
Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: APR Financial Corp.
2. The name and address of its present registered agent is: Luis Ziegenhirt, 3900 East 10th Court, Hialeah, Florida 33013.
3. The name and street address to which its registered agent is to be changed is:

Francis A. Anania, Esq.
Anania, Bandklayder & Blackwell, P.A.
One International Place, Suite 3300
100 S.E. Second Street
Miami, Florida 33131

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

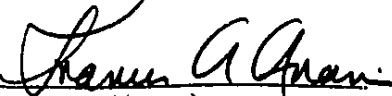
Luis Ziegenhirt, President
(Typed or printed name and title)

Signature 
(President or Vice President)

Date 7/23/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Printed/Typed Name: Francis A. Anania, Esq.

Signature: 
(Agent)

Date: July 23, 1997

FILED
97 AUG -7 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA