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EMPIRE CORPORATE KIT

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((H97000002117 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMERICAN GENERAL INSURANCE CORP.

AUDIT NUMBER.....H97000002117

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 FEB -5 PM 1:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 FEB -5 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date: 2/5/97*

H97000002117

ARTICLES OF INCORPORATION  
OF  
AMERICAN GENERAL INSURANCE CORP.

FILED

97 FEB -5 PM 2:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is: AMERICAN GENERAL INSURANCE  
CORP.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this  
corporation is to engage in any and all business permitted under  
the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is  
authorized to issue and have outstanding at any one time is 1,000  
shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing  
upon execution of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial  
Registered Office of this corporation in the State of Florida shall  
be:

Carolina D'Escoubet  
9728 S.W. 40 Street  
Miami, FL 33165

The Board of Directors from time to time may move the  
Registered Office to any other address in the State of Florida.

THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, ESQ.  
Florida Bar No. 191570  
LAW OFFICES OF JERRY M. DALE, P.A.  
8370 West Flagler Street, Suite 232  
Miami, Florida 33144  
(305) 559-4962

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ARTICLE VI - CORPORATE OFFICE

The street address of the principal office of the corporation is:

9728 S.W. 40 Street  
Miami, FL 33165

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name of the initial Directors of this Corporation and their street addresses are:

Carolina D'Escoubet  
9728 S.W. 40 Street  
Miami, FL 33165

Eduardo Larios, Jr.  
9728 S.W. 40 Street  
Miami, FL 33165

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - OFFICERS

The names of the initial officers of this corporation and their street addresses are:

Carolina D'Escoubet, President  
9728 S.W. 40 Street  
Miami, FL 33165

Eduardo Larios, Jr., Vice President  
9728 S.W. 40 Street  
Miami, FL 33165

Marlene Montalvan, Secretary  
9728 S.W. 40 Street  
Miami, FL 33165

THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, ESQ.  
Florida Bar No.: 191570  
LAW OFFICES OF JERRY M. DALE, P.A.  
8370 West Flagler Street, Suite 232  
Miami, Florida 33144  
(305) 559-4942

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ARTICLE X - INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Carolina D'Escoubet  
9728 S.W. 40 Street  
Miami, FL 33165

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

*Carolina D'Escoubet*  
\_\_\_\_\_  
CAROLINA D'ESCOUBET

STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared CAROLINA D'ESCOUBET, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on February 5<sup>th</sup>, 1997.



(SEAL)

*Jannette M. Plasencia*  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AMERICAN GENERAL INSURANCE CORP. at the place designated in the Articles of Incorporation, CAROLINA D'ESCOUBET agrees to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated February 5<sup>th</sup>, 1997.

*Carolina D'Escoubet*  
\_\_\_\_\_  
CAROLINA D'ESCOUBET

H97000002117

**BUBLEY & BUBLEY, P.A.**  
ATTORNEYS AT LAW

*Handwritten:* 1/31/97 1670

**FLORIDA OFFICE**

Northdale Executive Center  
3820 Northdale Boulevard  
Suite 312 B  
Tampa, Florida 33624  
Telephone: (813) 963-7735  
Facsimile: (813) 963-7832

**ILLINOIS OFFICE**

1943 Mannheim Road  
Westchester, Illinois 60154  
Telephone: (708) 681-4444

COUNSEL  
WILLIAM L. GRANT  
ALAN T. SCHENCKER

\*ADMITTED TO PRACTICE IN FLORIDA AND ILLINOIS  
\*ONLY ADMITTED TO PRACTICE IN ILLINOIS

January 31, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*122.50 \*\*\*\*122.50

**RE: FIRST FINANCIAL ASSET MANAGEMENT, INC.**

This letter will indicate our intent to file the Articles of Incorporation on behalf of **FIRST FINANCIAL ASSET MANAGEMENT, INC.** In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Incorporation of **FIRST FINANCIAL ASSET MANAGEMENT, INC.**
2. A check made payable to the Department of State in the amount of \$122.50 according to the applicable fee schedule.
  - a. \$35 for filing fee
  - b. \$35 for Designation of Registered Agent fee
  - c. \$52.50 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley  
Bubley & Bubley, P.A.  
3820 Northdale Blvd.  
Suite 312 B  
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

**BUBLEY & BUBLEY, P.A.**

*Handwritten signature:* Martin A. Bubley  
**MARTIN A. BUBLEY**

MAB/lar  
Enclosures

**FILED**  
97 FEB -3 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FIRST FINANCIAL ASSET MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

97 FEB -3 PH 2:29

FILED

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida as contained in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation shall be **FIRST FINANCIAL ASSET MANAGEMENT, INC.**

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation shall be **337 South Plant Avenue, Tampa, Florida 33602**. The mailing address of this corporation shall be **337 South Plant Avenue, Tampa, Florida 33602**.

**ARTICLE III - DURATION**

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be **perpetual**.

**ARTICLE IV - BUSINESS, PURPOSE AND POWERS**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in, conduct and carry on the business of **financial planning and money management, and related services**, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and

- (b) in general, to engage in and transact any and all lawful business, acts or activities for which authorized corporations may be incorporated under the laws of the State of Florida.

This corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

#### ARTICLE V - CAPITAL STOCK

The type of shares of capital stock authorized to be issued by this corporation shall be **common stock and preferred stock**, as follows:

- (a) The aggregate number of shares of **common stock** authorized to be issued by this corporation shall be **100 shares of common stock with a par value of \$1.00 per share**. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.
- (b) The aggregate number of shares of **preferred stock** authorized to be issued by this corporation shall be **15,000 shares of preferred stock with a par value of \$1.00 per share**. Each share of said stock shall be entitled to a **fifteen percent (15%) cumulative dividend** component, with such dividend being payable quarterly. The preferred stock shall be **non-participating**, and the preferred stock shall not entitle the holder thereof to any vote of the stockholders of this corporation (i.e., the stock shall be **nonvoting**). The corporation shall have the right, to be exercised at its sole option, to buy back the entire amount of preferred stock outstanding, or any portion thereof, after the preferred stock has been outstanding for at least one year, and any time subsequent thereto, for a purchase price equal to the total of (1) the par value of the stock and (2) the amount of accrued dividends at the time of purchase.

**ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at **337 South Plant Avenue, Tampa, Florida 33602**. The name of the initial registered agent of this corporation at such office shall be **MARK ALLAN MOBERG**. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII - BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of **not less than one (1) nor more than ten (10) members (directors)**, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Subject to the Bylaws of this corporation, the stockholders may remove any director from office at any time with or without cause.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of **two (2) members**, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
<b>MARK ALLAN MOBERG</b>	<b>337 South Plant Avenue Tampa, Florida 33602</b>
<b>JOSEPH MAZURSKI</b>	<b>6104 Cliff Avenue Gibsonton, Florida 33534</b>



ARTICLE IX - INCORPORATOR

The name and street address of the person who is to act as incorporator in making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
MARK ALLAN MOBERG	337 South Plant Avenue Tampa, Florida 33602

ARTICLE X - BYLAWS

- (a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
- (b) The power to adopt, alter, amend or repeal the Bylaws of this corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.
- (c) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. Any Bylaws which have been adopted by such a vote of the stockholders may provide that it shall be subsequently altered, amended or repealed only by the vote of the stockholders.
- (d) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, I, the undersigned incorporator of **FIRST FINANCIAL ASSET MANAGEMENT, INC.** acknowledge that I have caused to be prepared and have signed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete.

DATED this 31 day of January, 1997.

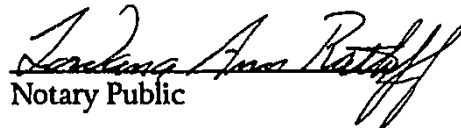


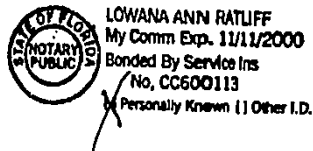
MARK ALLAN MOBERG, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

THIS IS TO CERTIFY that on this date the 31 day of January, 1997, before me, a notary public, personally appeared **MARK ALLAN MOBERG**, who I am satisfied is the person named as incorporator and executor of the foregoing Articles of Incorporation, or has provided W/A as identification, and who by his respective signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.

  
Notary Public



This instrument prepared by:

**BUBLEY & BUBLEY, P.A.**  
Northdale Executive Center  
3820 Northdale Blvd.  
Suite 312 B  
Tampa, Florida 33624  
(813) 963-7735

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**FIRST FINANCIAL ASSET MANAGEMENT, INC.**

2. The name and address of the registered agent and office are:

**MARK ALLAN MOBERG**  
**337 South Plant Avenue**  
**Tampa, Florida 33602**

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Mark Allan Moberg*  
**MARK ALLAN MOBERG**

DATE

*1/31/97*

97 FEB 29  
PH 2:29  
FILED  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA