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TRANSMITTAL LETTER

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

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-02/20/97--01067--001
*****131.25 *****131.25

SUBJECT: RILEY FINANCIAL GROUP CORPORATION
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
2-24-97

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANNE RILEY
Name (Printed or typed)
20070 N.W. 83 COURT
Address
MIAMI, FLORIDA 33015
City, State & Zip
(305) 829-4138
Daytime Telephone number

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. REGISTER FEB 25 1997

EFFECTIVE DATE
2-24-97

ARTICLES OF INCORPORATION
OF
RILEY FINANCIAL GROUP CORPORATION

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is: **RILEY FINANCIAL GROUP CORPORATION**

**ARTICLE TWO
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any and activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE FOUR
GENERAL POWERS**

The Corporation shall have the same powers as an individual to do all the things necessary or convenient to carry out its business and affairs, as provided under the Florida Business Corporation Act, including without limitation:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, and otherwise dispose of all or any part of its property;

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- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with the laws with the State of Florida;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and to make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise its powers within or without the State of Florida;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (l) To pay pensions and establish pensions plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
- (m) To provide insurance for its benefit on the life of any of its directors, officers, employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE FIVE CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is Ten Thousand (10,000) shares, consisting of two classes of shares: Common Stock and Preferred Stock. The Corporation shall have the authority to establish the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class; or one or more series within a class before the issuance of any shares of that series.

ARTICLE SIX PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SEVEN PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 20070 N.W. 83 Court, Miami, Florida 33015

ARTICLE EIGHT INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent is Anne Riley, 20070 N.W. 83 Court, Miami, Florida 33015.

ARTICLE NINE MANAGEMENT BY SHAREHOLDERS

The business of the Corporation shall be managed by the stockholders of the Corporation rather than by a board of directors.

ARTICLE TEN INCORPORATOR

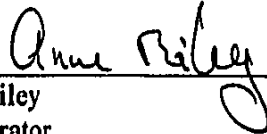
The name and address of the incorporator is: ANNE RILEY 20070 N.W. 83 Court,
Miami, Florida 33015
Ph (305) 829-4138

**ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE**

The Corporation shall commence its existence on February 24, 1997.

The undersigned incorporator has executed these ARTICLES of INCORPORATION this

18th day of February, 1997.



Anne Riley
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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 RILEY FINANCIAL GROUP CORPORATION

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

ANNE RILEY

(NAME)

20070 N.W. 83 COURT

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FLORIDA 33015

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

Anne Riley
(SIGNATURE)

FEB. 18, 1997
(DATE)