

AMERILAWYER®  
 (Requestor's Name)  
 343 ALMERIA AVENUE  
 CORAL GABLES, FL 33134 - (305) 445-2700

FILED  
 99 FEB 17 AM 11:32  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA  
 OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~MEGA-MARKET INT'L CORP.~~  
(Corporation Name) (Document #)
2.   
(Corporation Name) (Document #)
3.   
(Corporation Name) (Document #)
4.   
(Corporation Name) (Document #)

P9900015374

RECEIVED  
 98 JAN -8 AM 8:25  
 DIVISION OF CORPORATION

Walk-In -  Pick up time ASAP -  Certified Copy  
 Mail out  Will wait  Photocopy  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

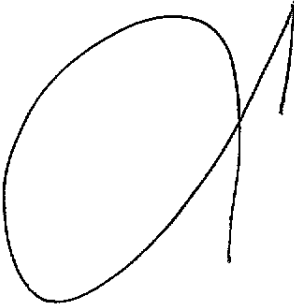
AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600002393396-7  
 -01/08/98-01005-002  
 \*\*\*2660.00 \*\*\*\*\*70.00

W98-446


 1/8/98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 8, 1999

SPIEGEL & UTRERA, P.A.  
343 AL MERIA AVE.  
CORAL GABLES, FL

SUBJECT: 1ST A-ADVANTAGE MORTGAGE, INC.  
Ref. Number: W99000003089

RECEIVED  
99 FEB 17 AM 9:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for 1ST A-ADVANTAGE MORTGAGE, INC..  
However, the document has not been filed and is being returned for the following:

This document was previously filed on January 22, 1999.

If you have any further questions concerning your document, please call (850)  
487-6934.

Lona Poole  
Corporate Specialist

Letter Number: 899A00005415

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

99 FEB 17 AM 11:33

FILED

**ARTICLES OF INCORPORATION  
OF  
CALIFANO & ASSOCIATES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **CALIFANO & ASSOCIATES, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 8034 Degas Court, Jacksonville, Florida 32277 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Judith D. Califano  
Secretary: Judith D. Califano  
Treasurer: Judith D. Califano

whose addresses shall be the same as the principal office of the Corporation.



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
www.amerilawyer.com

**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Judith D. Califano

whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
www.amerilawyer.com

**ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
www.amerilawyer.com

**ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



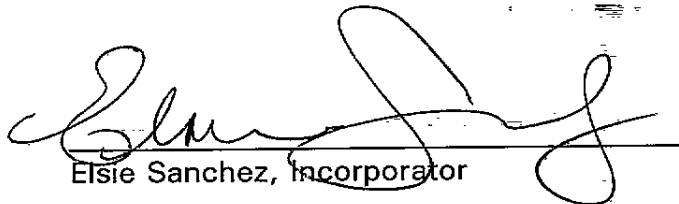
**SPIEGEL & UTRERA, P.A.**

LAWYERS

[www.amerilawyer.com](http://www.amerilawyer.com)

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this FEB 17 1999.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A. -



By:

Natalia Utrera, Vice President

99 FEB 17 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
www.amerilawyer.com

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479