

P99000033038

Stanley H. Apte

Attorney at Law

SUITE 230
ONE LINCOLN ROAD BUILDING

Miami Beach, Florida 33139

TELEPHONE (305) 538-6414

MEMBER
FLORIDA AND NEW YORK BAR

March 17, 1999

Secretary of State
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

Att: Division of Corporations

Re: BANKASSURANCE INC.

800002814018- - 6
-03/22/99 -01126--015
122.50 **78.75

Gentlemen:

Enclosed please find original and one copy, each fully executed, of the Certificate of Incorporation for the above referenced newly formed Corporation. Kindly note that the Resident Agent information is contained on the fifth page.

I have also enclosed a check for One Hundred Twenty Two & 50/100 Dollars to cover the following items:

Filing fees:	\$ 35.00
Resident Agent Designation	35.00
Certified copy of Certificate of Incorporation	52.50
Total	\$122.50

Please forward to me, as soon as possible, the Certified copy of the Certificate of Incorporation.

Should there be any Question concerning the enclosures, please call me collect, rather than return any of the papers.

Thank you.

Very truly yours,

Stanley H. Apte

Stanley H. Apte

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1999 APR 12 PM 12:29

SHA:la
Encls.

1 2000 MAR 23 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 1999

STANLEY H. APTE
ONE LINCOLN ROAD STE. 230
MIAMI BEACH, FL 33139

SUBJECT: BANKASSURANCE INC.
Ref. Number: W99000007279

We have received your document for BANKASSURANCE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

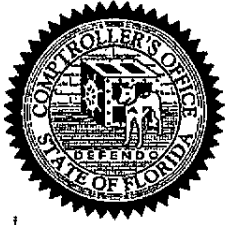
Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 399A00015300



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

April 6, 1999

Stanley H. Apte
Attorney at Law
Suite 230
One Lincoln Road Building
Miami Beach, Florida 33139

Dear Mr. Apte:

Re: "Bankassurance, Inc."
"Bankinvest Corp."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION

99 APR 12 PM 12:29

OF

BANKASSURANCE INC.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the Laws of Florida, hereby adopt and subscribe to the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BANKASSURANCE INC.

ARTICLE II NATURE OF BUSINESS

The general nature of businesses, objects and purposes proposed to be transacted, promoted and carried on are to do any and all things permitted by law and to the same extent as natural persons could or might do, including but not limited to the following:

To provide consulting services and to sell all types and kinds of insurance products of various insurance companies, to and through banking institutions and to the general public.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3939 Hollywood Boulevard Suite 1A, Hollywood, Florida 33021.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000.00) shares of common voting stock having a nominal or par value of Ten Cents (\$.10) per share. Authorized capital stock may be issued by the corporation for cash, labor services, contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a just valuation to be fixed by the stockholders which valuation, in their judgment, shall be deemed adequate. When the considerations so fixed for such stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LAWRENCE WIENER
3939 Hollywood Boulevard Suite 1A
Hollywood, Florida 33139

The corporation shall have the privilege of having branch offices at other places, and the stockholders may from time to time change the registered office as they may seem fit.

ARTICLE VI CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII DIRECTORS

The number of its directors is to be not less than one nor more than seven Directors, who need not be stockholders.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Articles of Incorporation, the By-Laws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Names</u>	<u>Post Office Address</u>
LAWRENCE WIENER	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021
JUDITH WIENER	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021

ARTICLE VIII INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No Cents Dollars (\$500.00).

ARTICLE IX INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are), and a statement of the number of shares of stock which they have agreed to purchase are as follows:

<u>Names</u>	<u>Post Office Address</u>	<u>Number of Shares</u>	<u>Value of Shares</u>
LAWRENCE WIENER AND JUDITH WIENER, his wife, as Tenants By The Entirety	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021	100	\$500.00

ARTICLE X OFFICERS

The Officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers, agents or factors as shall be determined from time to time by the stockholders, and they shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be described by the By-Laws or determined by the stockholders. Any person may hold two or more offices.

ARTICLE XI AMENDMENTS

99 APR 12 PM 12:29

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The power to adopt, alter, amend or repeal these Articles of Incorporation or the By-Laws is vested in the Stockholders.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 17th day of MARCH, 1999, for the purposes of forming this corporation under the Laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida, this Articles of Incorporation and certify that the facts therein are true.

Lawrence Wiener (SEAL)
LAWRENCE WIENER

Judith Wiener (SEAL)
JUDITH WIENER

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME personally appeared LAWRENCE WIENER and JUDITH WIENER, his wife, as Tenants By The Entirety, who are personally well known to me to be the the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes contained therein.

WITNESS my hand and official seal this 17th day of MARCH, 1999.



STANLEY H. APTE
COMMISSION # CC 594563
EXPIRES OCT 24, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Stanley Apte
Notary Public State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above named corporation, 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 positions as registered agent.

Lawrence Wiener
LAWRENCE WIENER