

CT CORPORATION SYSTEM

F01000003289

FILED
01 JUN 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Safeguard SPI, Inc. d/b/a SPI, Inc.

201A 0003 7312

700004430577-2
-06/19/01--01080--008
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

7

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TALLAHASSEE, FLORIDA

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CORPORATION SYSTEMS
TALLAHASSEE, FLORIDA
JUN 19 1:11
NO INTENT TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/19/01

Order#: 4501997

Ref#: _____

Amount: \$ _____

MS.
401A 0003 7626

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

BK



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 19, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SAFEGUARD PROPERTIES, INC.
Ref. Number: W01000014073

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01 JUN 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SAFEGUARD PROPERTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

The actual name of this corporation -- SAFEGUARD PROPERTIES, INC. -- IS NOT AVAILABLE IN FLORIDA, as you know.

However, the alternate name you have selected -- SPI, INC. -- is also NOT PRESENTLY AVAILABLE for use in Florida.

Please select another alternate name.

Please return 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) 487-6051.

Buck Kohr
Corporate Specialist

Letter Number: 201A00037312

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 20 PM 12:08
NOT RECORDED
TO AVOID DELAY
SUFFICIENT FOR FILING
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
01 JUN 19 PM 3:30

From: Melanie

* Please back-date this filing to 6-19-01 *

3:00
6-20-01

James A. Mitchell
MS

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Director of Safeguard Properties, Inc., do hereby certify that this Resolution of the Board of Directors of Safeguard Properties, Inc. corporation duly organized and existing under the laws of the State of Ohio, was duly adopted on May 17, 2001

Resolved, that Safeguard Properties, Inc. organized and existing in the State of Ohio hereby adopts the name Safeguard SPI, Inc. for use in Florida.

Dated: 6-11-01



Signature of at least one director

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**ACTION BY THE UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF
SAFEGUARD PROPERTIES, INC.**

Pursuant to the provisions of Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the Directors of Safeguard Properties, Inc., an Ohio corporation (the "Corporation"), do hereby approve and adopt the following resolution by their unanimous written consent:

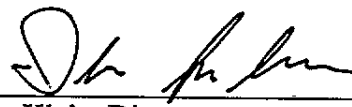
NOW, THEREFORE, BE IT

RESOLVED, that the Corporation hereby adopts the name Safeguard SPT, Inc. the State of Florida.

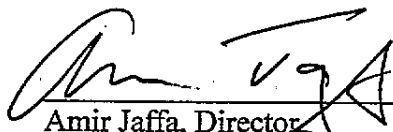
In witness whereof, the undersigned, being all the Directors of Safeguard Properties, Inc., have hereunto set their hands this 17th day of May, 2001.



Robert Klein, Director



Ita Klein, Director



Amir Jaffa, Director

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. Safeguard Properties, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Ohio 3. 34-1677915
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/5/90 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 650 Safeguard Plaza
Brooklyn Hts., Ohio 44131
(Principal office address)
Brooklyn Hts., Ohio 44131
(Current mailing address)
8. Mortgage field services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Joyce A. Gilbert
(Registered agent's signature)

JOYCE A. GILBERT
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert Klein

Address: 650 Safeguard Plaza

Brooklyn Hts., OH 44131

Vice Chairman: Ita Klein

Address: 650 Safeguard Plaza

Brooklyn Hts., OH 44131

Director: Amir Jaffa

Address: 650 Safeguard Plaza

Brooklyn Hts., OH 44131

Director: _____

Address: _____

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PM 3:30

B. OFFICERS

President: Robert Klein

Address: 650 Safeguard Plaza

Brooklyn Hts., OH 44131

Vice President: Amir Jaffa

Address: 650 Safeguard Plaza

Brooklyn Hts., OH 44131

Secretary: Amir Jaffa

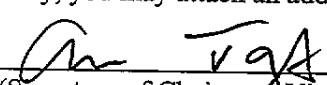
Address: 650 Safeguard Plaza

Treasurer: Amir Jaffa

Address: 650 Safeguard Plaza

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PM 3:30

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

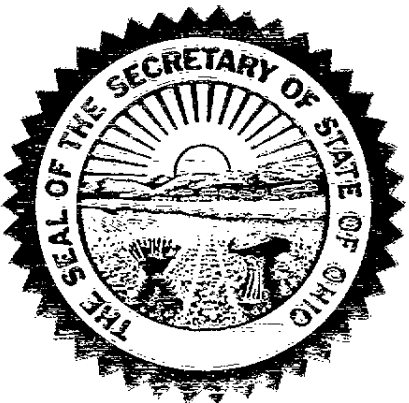
14. AMIR JAFFA, Vice President
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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01 JUN 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show SAFEGUARD PROPERTIES, INC., an Ohio Corporation, Charter No. 770479, having its principal location in Cleveland, County of Cuyahoga, was incorporated on April 5, 1990, is currently in GOOD STANDING upon the records of this office.

FILED
01 JUN 20 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



WITNESS my hand and official seal
at Columbus, Ohio on
June 4, 2001

FILED
01 JUN 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State