

Florida Department of State

Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)541-3694

Fax Number : (305)541-3770

0003255 541-3694 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

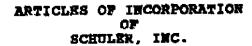
SCHULER, INC.

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THE UNDERSIGNED has executed the following documents as incorporator of the above named corporation, a corporation organised under the laws of the State of Florida, and all fights and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

article i

The name of the Corporation shall be: SCHULER, INC.

ARTICLE II

This corporation shall commence it's existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have a perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, vis:

Transact any and all lawful business. The Corporation

will specifically engage in the mortgage loan business.

2. Said corporation shall have further powers:

(a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain, and defend in it's

corporate name in all actions or proceedings; (c) To have a corporate seal and to use the same by

causing it to be impressed or affixed;

- (d) To purchase, take, receive, lease or acquire and otherwise deal in and with real and personal property or any interest therein;
- (e) To sell, mortgage, pledge or otherwise creats a security interest in, lesse, transfer, or otherwise dispose of all or any part of it's property and assets;

(f) To lend money to it's officers and/or employees:

(g) To make contracts or guarantees and incur liabilities, borrow money, issue notes, and other obligations, and secure any of it's obligations by mortgage or pledge of all or any of it's property, franchises and income;

(b) To lend money and take and hold real or personal

property as security of payment of funds so loaned; (i) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within

and without this state;

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(j) To elect and appoint officers and agents of the corporation and defend their duties and fix their compensation; (k) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Flori-

da: (1) To have and exercise all powers necessary to effect its purpose.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1000 shares, having an individual par value of \$.01.

The sum of the par value of all shares of stock of the corporation that have been issued shall be the stated capital of

the corporation at any particular time.

The holders of the outstanding shares of stock shall be entitled to receive, when, if and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the stock of the corporation.

The corporations shares of stock will not be divided into

The corporation is not authorized to issue shares of stock in series.

ARTICLE V

The initial place of business for the corporation shall be at 3488 Pine Haven Circle, Boca Raton, Florida 33431 and this shall also be the corporations initial mailing address.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 2900 University Drive, Suite 64, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at such address is Bradley W. Schuler.

ARTICLE VII

The initial Board of Directors shall consist of zero (0) members, who need not be a resident of the State of Florida or a shareholder of the corporation. The number of directors may increase from time to time as determined by the By-Laws of the corporation. No directors shall be designated for the board of directors until the first meeting of the stockholders of the corporation.

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: Jeffrey W. Schuler, 3488 Fine Haven Circle, Boca Raton, Florida 33431.

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IN WITHESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this day of January 2000.

> Jeffrey M. Schuler, as Incorporator and Subscriber

Prepared by: Bradley W. Schuler, Esquire Plorida Bar No.: 789951

2900 University Drive

Suite 64

Coral Springs, Florida 33065 (954) 340-5886

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of 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: SCHULER, INC.
- 2. The name and address of the registered agent and office is:

BRADLEY W. SCHULER, ESQUIRE 2900 University Drive Suite 64 Coral Springs, Florida 33065

Signature

Title Incommonth & Subscriber

Date 1/20/00

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 I 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

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