

P000000017536
Law Offices of
CRAIG B. COTLER, P.A.

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February 14, 2000

Division of Corporations
Att: New Filings
409 E. Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

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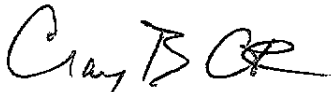
Re: Articles of Incorporation of H & C Financial Group, Inc.

Gentlemen:

Please find enclosed an original and copy of the above referenced articles along with a check in the amount of \$78.75 to cover the cost of filing, registered agent fee and a certified copy.

Please file the articles and return a certified copy to the undersigned.

Very truly yours,



Craig B. Cotler

CBC/me
Encl. (3)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/2/18

ARTICLES OF INCORPORATION
OF
H & C FINANCIAL GROUP, INC.

We, FERNANDO HSU and GERALD A. CASTIGLIANO, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I.

The name of the corporation shall be:

H & C FINANCIAL GROUP, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. The acquisition of business interests either in whole or in part, of any nature whatsoever both within and without the state of Florida and within and without the United States of America.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States as well as outside of the United States.

D. To engage in, render or carry on, any service or other

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business as principal or agent, with the power to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn

to account or realize upon as owner, agent, broker or factor or in any other capacity, all forms of securities, including stocks, bonds, debentures, options, futures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations; to act as financial or other advisor to others in investment and financial matters and to invest in any and all types of financial instruments on behalf of the corporation or on behalf of others in accounts in the name of the corporation and/or in the name of others including the investor or other entities.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not

be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida and to operate any business enterprise allowable under the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of common stock at \$1.00 per share par value.

ARTICLE IV.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V.

The initial street address of said corporation shall be: 12839 N.W. 18th Court, Pembroke Pines, Florida 33028, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI.

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of two (2) members.

ARTICLE VII.

The name and street address of the parties who are appointed to act as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
FERNANDO HSU	12839 N.W. 18th Court Pembroke Pines, Florida 33028
GERALD A. CASTIGLIANO	12839 N.W. 18th Court Pembroke Pines, Florida 33028

ARTICLE VIII.

The names and addresses of the persons signing these Articles of Incorporation as Subscribers and the number of shares they have agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
FERNANDO HSU	12839 N.W. 18 th Court Pembroke Pines, Florida 33028	45
GERALD A. CASTIGLIANO	12839 N.W. 18 th Court Pembroke Pines, Florida 33028	55

ARTICLE IX.

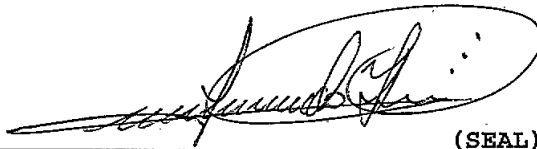
These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE X.

The street address of the initial registered office of the corporation in this State is 12839 N.W. 18th Court, Pembroke Pines, Florida 33028. The initial registered agent at the registered office is FERNANDO HSU.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law

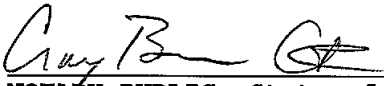
of the State of Florida, do make and file these Articles, hereby
declaring and certifying that the facts herein stated are true
and agree to take the number of shares of stock hereinabove set
forth, and accordingly have hereunto set our hands and seals this
14 day of February, 2000, at Plantation, Broward County,
Florida.


FERNANDO HSU (SEAL)


GERALD A. CASTIGLIANO (SEAL)

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, [Signature],
County and State aforesaid, this 14, day of February, 2000, by
FERNANDO HSU who is personally known by me or who has produced
[Signature] as identification and by
GERALD A. CASTIGLIANO who is personally known by me or who has
produced FLORIDA DRIVER LICENSE as identification and who
executed the foregoing Articles of Incorporation, and they
acknowledged to and before me that they executed the same for the
purposes therein expressed.


NOTARY PUBLIC, State of Florida
at Large

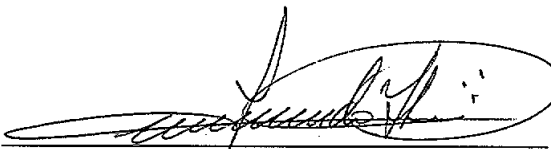
My Commission Expires:



Craig Brian Cotter
MY COMMISSION # CC521098 EXPIRES
April 21, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated
corporation at the place designated in said Articles, I hereby
accept to act in this capacity and agree to comply with the
provisions of all applicable statutes relative to keeping open
said office.


FERNANDO HSU
REGISTERED AGENT