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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H e m i s p h e r e   N a t i o n a l   B a n k

2000000045957

May 4, 2000

Department of State  
Division of Corporation  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

Enclosed for filing are the executed Articles of Incorporation for  
ImportCard.com, Inc. and the Designation of and Acceptance by the registered  
agent.

We request a certified copy of the filed document to be sent to us at 2159  
Coral Way, Miami , Florida 33145.

Enclosed is a check made to the order of the Department of State in the  
amount of \$78.75.

Sincerely,

  
Daniel Schwartz

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-05/05/00-01065-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosures

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

IMPORTCARD.COM, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows.

ARTICLE I

The name of the corporation shall be "ImportCard.Com, Inc." and its principal offices shall be located at, and its mailing address shall be 2159 Coral Way, Miami Florida 33145-2627.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The term for which the corporation shall exist shall be perpetual.

ARTICLE IV

The aggregate number of all classes of stock which the corporation shall have authority to issue shall be one hundred thousand shares (100,000), consisting of one hundred thousand (100,000) shares of common stock, par value \$.01 per share.

The Common Stock shall be entitled to cast one vote per share in respect of all matters submitted to a vote of the shareholders.

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide.

ARTICLE V

The street address of the initial registered office of the corporation is 2159 Coral Way, Miami, Florida 33145-2627, and the name of the initial registered agent of the corporation is Daniel Schwartz.

ARTICLE VI

The provisions of section 607.0901 of the Florida Business Corporation Act, relating to affiliate transactions, and section 607.0902 of the Florida Business Corporation Act, relating to control share acquisitions, as each may now exist or hereafter be amended, shall not be applicable to the corporation.

## ARTICLE VII

In the event the board of directors shall evaluate a business combination, the directors shall consider, among other things, the following factors: the effect of the business combination on the corporation and its subsidiaries, and their respective stockholders, employees, customers and the communities which they serve; the timing of the proposed business combination; the risk that the proposed business combination will not be consummated; the reputation, management capability and performance history of the person proposing the business combination; the current market price of the corporation's capital stock; the relation of the price offered to the current value of the corporation in a freely negotiated transaction and in relation to the directors' estimate of the future value of the corporation and its subsidiaries as an independent entity or entities; tax consequences of the business combination to the corporation and its stockholders; and such other factors deemed by the directors to be relevant. In such considerations, the board of directors may consider all or certain of such factors as a whole and may or may not assign relative weights to any of them. The foregoing is not intended as a definitive list of factors to be considered by the board of directors in the discharge of their fiduciary responsibility to the corporation and its stockholders, but rather to guide such consideration and to provide specific authority for the consideration by the board of directors of factors which are not purely economic in nature in light of the circumstances of the corporation and its subsidiaries at the time of such proposed business combination.

## ARTICLE VIII

To the fullest extent permitted by Florida law, as it now exists or as it may hereafter be amended or supplemented, the corporation shall indemnify any and all persons it shall have the power to indemnify under such law, from and against any and all expenses, liabilities, fines, judgments or other payments permitted thereby. Such indemnification shall not be deemed to be exclusive of any other indemnification to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

## ARTICLE IX

The corporation shall hold a special meeting of stockholders of the corporation upon the call of the Board of Directors, and the secretary of the corporation shall call, and the corporation shall hold, a special meeting of stockholders upon the request of the Chairman of the Board of Directors or the President of the corporation, or if the holders of not less than 50 percent of all of the votes entitled to be cast at the proposed special meeting sign, date and deliver to the secretary of the

corporation one or more written demands for the meeting describing the purpose or purposes for which such meeting shall be held.

## ARTICLE X

No nominations for directors except those made by the board of directors or any nominating committee thereof shall be voted upon at the annual meeting of stockholders unless other nominations are made in writing and delivered to the secretary of the corporation at least thirty (30) days prior to the date of the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any nominations by stockholders must be delivered to the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

Each nomination for election as a director of the corporation made by a stockholder shall set forth (i) the name, age, business address and, if known, the residence address of each nominee proposed, (ii) the principal occupation or employment of each such nominee, (iii) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by each such nominee, (iv) such other information regarding each such nominee as would be required to be included in a proxy statement soliciting proxies for the election of the proposed nominee pursuant to Regulation 14A under the Securities and Exchange Act of 1934, as amended, and (v) as to the stockholder making such nomination (a) his name and address as they appear on the stock transfer books of the corporation, and (b) the number of shares of each class of stock of the corporation beneficially owned or directly or indirectly controlled by such stockholder. For purposes of this paragraph, beneficial ownership of shares shall be determined in accordance with Rule 13d-3 and Rule 13d-5 under the Securities and Exchange Act of 1934, as amended, and a proposed nominee or stockholder shall be deemed to control all shares which such proposed nominee or stockholder would be deemed or presumed to control in a control determination made in accordance with the provisions of applicable bank regulatory laws and regulations. Notwithstanding any other provision hereof, failure of any stockholder nomination for election as director to comply with the provisions of this Article shall result in the proposed nomination not being presented to the stockholders at the annual meeting.

Any new business to be taken up at the annual meeting shall be stated in writing and filed with the secretary of the corporation at least thirty (30) days before the date of the annual meeting, and all business so stated, proposed, and filed, and which relates to matters appropriate for consideration by the stockholders at the annual meeting, shall be considered at the annual meeting, but no other proposal shall be acted upon at the annual meeting. Notwithstanding the foregoing, in the event that the notice of meeting relating to the annual meeting is mailed less than thirty seven (37) days before the date of the annual meeting, then any new business to be taken up at the annual meeting must be filed with the secretary of the corporation not later than seven (7) days after the date of mailing of the notice of meeting.

## ARTICLE XI

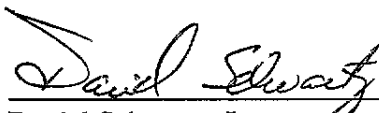
The affirmative vote of holders of not less than sixty-seven percent (67%) of the shares of the Corporation's capital stock issued, outstanding, and entitled to vote, shall be required to approve any of the following:

- (a) any merger or consolidation of the Corporation with or into any other corporation; or
- (b) any exchange in which a corporation, person, or entity acquires the issued or outstanding shares of capital stock of the Corporation pursuant to a vote of shareholders; or
- (c) any issuance of shares of the Corporation that results in the acquisition of control of the Corporation by any corporation, person, or entity or group of one or more thereof that previously did not control the Corporation; or
- (d) any sale, lease, exchange, mortgage, pledge, or other transfer in one transaction or a series of transactions of all or substantially all of the assets of the Corporation to any other corporation, person, or entity; or
- (e) the adoption of a plan for the liquidation or dissolution of the Corporation prepared by any other corporation, person, or entity; or
- (f) any proposal in the nature of a reclassification or reorganization that would increase the proportionate voting rights of any other corporation, person, or entity; or
- (g) any transaction similar to, or having similar effect as, any of the foregoing transactions; or
- (h) any amendment to the Articles of Incorporation.

## ARTICLE XIII

The name and address of the incorporator of the Corporation is Daniel Schwartz, 2159 Coral Way, Miami, Florida 33145-2627.


IT WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of May, 2000.

  
Daniel Schwartz, Incorporator

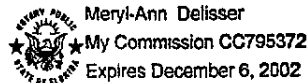
State of Florida                     )  
County of Dade                     )

BEFORE ME, the undersigned notary public for the State of Florida, personally appeared Daniel Schwartz, known to me to be the person who signed the foregoing Articles of Incorporation, who being by me first duly sworn, deposed and acknowledged that he had read the foregoing instrument, and that the executed the same freely for the uses and purposed therein expressed.

IT WITNESS WHEREOF, I have set hereunto my hand and affixed my seal this  
14th day of MAY, 2000.

  
\_\_\_\_\_  
Meryl-Ann Delisser

Notary Public



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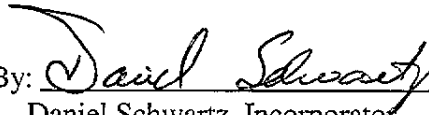
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CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

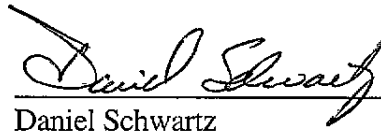
DESIGNATION:

Pursuant to the provisions of Section 607.0501, Florida Statutes, ImportCard.com, Inc. desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates Daniel Schwartz as its registered agent, whose address is 2159 Coral Way, Miami, Florida, and which address shall also be the registered office of the corporation.

By:   
Daniel Schwartz, Incorporator

ACCEPTANCE:

Having been named as registered agent to accept service of process for ImportCard.com, Inc., the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duty, and accepts the obligations and duties of Section 607.0501, Florida Statutes.

  
Daniel Schwartz