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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
Account Number : 073707002173  
Phone : (954) 966-2112  
Fax Number : (954) 981-1605

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 14 AM 11:04

FLORIDA PROFIT CORPORATION OR P.A.

SBP Financial Corporation

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION**  
**OF**  
**SBP FINANCIAL COROPRATION**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is SBP Financial Corporation.

**ARTICLE II**

**BUSINESS ADDRESS**

The business address of this corporation is 2201 Corporate Boulevard, Suite 103, Boca Raton, Florida 33431.

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

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DIVISION OF CORPORATIONS  
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#### ARTICLE IV

##### PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

#### ARTICLE VI

##### VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

#### ARTICLE VII

##### PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2201 Corporate Boulevard, Suite 103, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is Stephen Beyer.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation is:

Stephen Beyer  
2201 Corporate Boulevard, Suite 103  
Boca Raton, Florida 33431

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Stephen Beyer  
2201 Corporate Boulevard, Suite 103  
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 13 day of December, 2000.

  
\_\_\_\_\_  
Stephen Beyer  
Initial Director/Incorporator

K:\MFC\BEYER\BPPFINAN\ARTICLES

**CERTIFICATE DESIGNATING AGENT OF SERVICE OF PROCESS**  
**SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM**  
**PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That SBP Financial Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2201 Corporate Boulevard, Suite 103, City of Boca Raton, State of Florida, has named Stephen Beyer, located at 2201 Corporate Boulevard, Suite 103, City of Boca Raton, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: \_\_\_\_\_

Stephen Beyer

TITLE: Incorporator

DATE: \_\_\_\_\_

12/13/00

Having been named to accept service of process for the above-stated corporation, the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: \_\_\_\_\_

Stephen Beyer  
Registered Agent

DATE: \_\_\_\_\_

12/13/00