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*Of Counsel*  
*Carl D. Berry, Esq.*

September 6, 2000

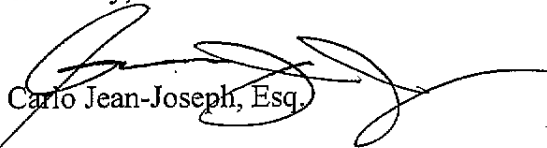
Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-11/02/00--01063--007  
\*\*\*131.25 \*\*\*\*\*87.50

Dear Sir or Madame:

Enclosed please find three (3) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent, along with return envelopes and filing fees for "Axis Financial Group, Inc." Please return the certified copies and certificates in the enclosed envelope. Please contact this office if you require further information.

Sincerely,

  
Carlo Jean-Joseph, Esq.

Cc file

509-2555  
W00-26391

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 JAN -5 AM 9:11

✓  
1/8/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

01 JAN -5 AM 9:12

November 2, 2000

CARLO JEAN-JOSEPH, ESQUIRE  
6730 W. COMMERCIAL BOULEVARD  
FORT LAUDERDALE, FL 33319

SUBJECT: AXIS FINANCIAL GROUP, INC.  
Ref. Number: W00000026391

We have received your document for AXIS FINANCIAL GROUP, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 900A00057112

**ARTICLES OF INCORPORATION OF  
AXIS FINANCIAL GROUP, INC.,  
A PROFIT CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned natural person, competent and acting hereby as Incorporator for the purpose of forming a for Profit Corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I. NAME OF CORPORATION**

The name of this corporation shall be:

**AXIS FINANCIAL GROUP, INC.**

**II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation shall be:

**2801 SW 10TH STREET  
FT. LAUDERDALE, FLORIDA 33312.**

**III. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

1. To buy and sell real estate, and to engage in all business allowed by law.
2. To purchase, lease, acquire, own, hold, and operate, and to sell, mortgage, pledge, lease employ, dispose of, encumber, invest in real property, mortgages, stocks and bonds, and tangible and intangible personal property, and to enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of the corporation.
3. To do everything otherwise necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles of incorporation, and to do every other act and thing incidental to such purposes that is not prohibited by the laws of the State of Florida or by the provisions of these Articles Of Incorporation.

#### **IV. CAPITAL STOCK**

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 in common stock at one dollar (\$1.00) per share par value to be paid for each share in lawful money or property, labor or services.
2. Shares of the corporation's stock and certificates shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to own same.

#### **V. DURATION**

The corporation shall have perpetual existence.

#### **VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of this corporation's initial registered office is:

**MARCEL Y. LAURENT  
2801 SW 10TH STREET  
FT. LAUD., FLORIDA 33312.**

#### **VII. INCORPORATOR**

The name and address of the Incorporators are as follows:

**MARCEL Y. LAURENT  
2801 SW 10TH STREET  
FT. LAUD., FLORIDA 33312**

#### **VIII. DIRECTORS**

The corporation shall have an initial Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time in accordance with the bylaws of this corporation, but shall never be less than one. The name and address of the initial Director of this corporation is:

**MARCEL Y, LAURENT  
2801 SW 10TH STREET  
FT. LAUD., FLORIDA 33312**

## **IX. MANNER OF ELECTION OF DIRECTORS**

Directors shall be elected or appointed in accordance with the Bylaws of this corporation.

## **X. INFORMAL SHAREHOLDER/DIRECTOR ACTION**

1. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.
2. If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


## **XI. BY-LAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing corporations.

## **XII. INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20<sup>th</sup> day of October, 2000.

  
MARCEL Y. LAURENT

**STATE OF FLORIDA  
COUNTY OF BROWARD**

Before me, the undersigned authority, personally appeared MARCEL Y. LAURENT who executed the foregoing Articles of Incorporation as Incorporators and who acknowledged before me that he executed same for the uses and purposes therein mentioned and set forth.

In Witness whereof, I have hereunto set my hand and seal at Lauderhill, Broward County, State of Florida this 20th day of October, 2000.



Notary Public  
State of Florida

CARLO JEAN-JOSEPH  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC891925  
EXPIRES 1/18/2004  
BONDED THRU ASA 1-898-NOTARY1

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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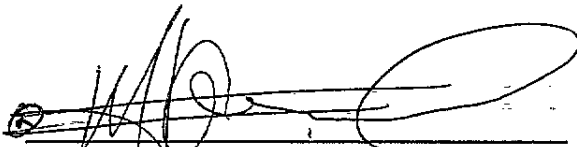
1. The name of the corporation is:

**AXIS FINANCIAL GROUP, INC.**

2. The name and address of the registered agent are:

**2801 SW 10TH STREET  
FT. LAUD., FLORIDA 33312**

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 and agree to act in 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 of Registered Agent

12-28-00  
Date