

LAW OFFICES  
**EDWARD A. HANNA, JR., P.A.**

EMERALD VILLAGE PROFESSIONAL PLAZA  
3864 SHERIDAN STREET  
HOLLYWOOD, FLORIDA 33021-3634

ALSO ADMITTED FEDERAL,  
PENNSYLVANIA AND  
WASHINGTON, DC BARS

BROWARD: (954) 893-7030  
TELFAX: (954) 962-8192  
PAGER: (954) 528-5585

June 14, 2001

**7010000063386**  
SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700004439797--7  
-06/25/01--01071--021  
\*\*\*\*490.00 \*\*\*\*\*87.50

IN RE: WILSHIRE GROUP, INC.  
FILE NUMBER: 01-052101-EAH/civ  
FILE CODE: RED  
CECN: WILSH-42.BIL

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One-Hundred and Twenty-Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

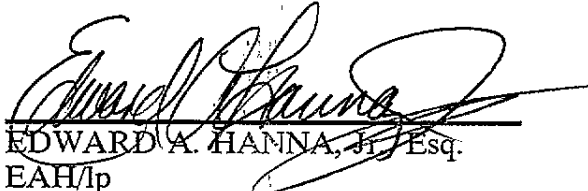
Please file the said ARTICLES and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your prompt time and attention to this matter.

Yours Sincerely,

Law Offices Of:  
EDWARD A. HANNA, Jr., P.A.

By:

  
EDWARD A. HANNA, Jr., Esq.  
EAH/lp  
CC: Client

FILED  
01 JUN 25 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 26 2001

8

# Articles Of Incorporation

of

**Wilshire Group, Inc.**

FILED  
01 JUN 25 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby states, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit, as follows:

## ARTICLE I - NAME

The name and mailing address of this corporation, (hereinafter referred to as the "Corporation") shall be:

**WILSHIRE GROUP, INC.**

c/o Edward A. Hanna, Jr., P.A.  
3864 Sheridan Street  
Hollywood, Florida 33021-3634

## ARTICLE II - PURPOSE

This Corporation is organized for the purpose of providing the following services, to wit:

A. The corporation will engage in commercial investment activities, specializing in the location and placement of investment funds to private clients, in accordance with applicable laws of the United States and the State of Florida; and,

B. Further, this Corporation is organized for the purpose of transacting any or all other lawful business activities.

The enumeration of objects and/or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly, by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

### **ARTICLE III - DURATION**

This Corporation shall have perpetual existence, unless dissolved according to law, commencing on the date of the filing of these ARTICLES OF INCORPORATION with the Florida Department of State.

### **ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One-Thousand (1000) shares of stock, each having a par value One (\$1.00) Dollar per share; and to be fully paid in and non-assessable; all of which will be common stock and which shall be designated hereafter: "Common Shares;" and Six-Hundred (600) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of this Corporation and this Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of this Corporation as a just valuation.

### **ARTICLE V - PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE VI - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Agent Office, at Corporate Headquarters of this Corporation shall be:

**WILSHIRE GROUP, INC.**  
c/o Edward A. Hanna, Jr., P.A.  
3864 Sheridan Street  
Hollywood, FLorida 33021-3634

The name of the initial Registered Agent of this Corporation, located at the above said address, shall be:

**Mr. EDWARD A. HANNA, Jr., Esq.**  
Attorney at Law

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name, mailing address and departmental titles of the initial Officers and Directors of this Corporation shall be:

**JOE SAEZ, President & Chairman of the Board**  
**PAT JOHNSON, Secretary/Treasurer and Member of the Board**  
c/o Edward A. Hanna, Jr., P.A.  
3864 Sheridan Street  
Hollywood, Florida 33021-3634

## **ARTICLE IX - POWERS OF THE DIRECTORS**

The Directors may exercise all powers held by this Corporation without limitation, not inconsistent with the laws of the State of Florida, and in particular, they may:

A. Determine upon what terms and conditions certificates of stock which have been lost or destroyed may be replaced or reissued.

B. Make By-Laws for the exercise of corporate powers, the management regulation and government of this Corporation's property and affairs, the transfer of stock and the calling and holding of meetings of its shareholders.

C. Appoint such officers and agents as the affairs of this Corporation shall require, and allow for suitable compensation.

D. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

E. File a plan or any documents required by the Internal Revenue Service under Section 1244, pertaining to small business corporations or "Sub-Chapter S" in the event that the Directors feel it is in the best interests of this Corporation.

#### ARTICLE X - INCORPORATORS

The name and mailing address of the person signing these Articles is:

NAME: JOE SAEZ  
MAILING ADDRESS: c/o Edward A. Hanna, Jr., P.A.  
3864 Sheridan Street, Hollywood, Florida 33021-3634


#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

#### ARTICLE XII - INITIAL CAPITAL INVESTMENT

The amount of initial investment capital with which this Corporation shall begin business operation One-Thousand and No Cents (\$1,000.00) Dollars.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these ARTICLES OF INCORPORATION this 22th day of May, of the year 2001.

  
Subscriber: JOE SAEZ  
President and Chief Executive Officer

# Certificate

of

**WILSHIRE GROUP, INC.**

IN RE:

**NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION**

STATE OF FLORIDA )

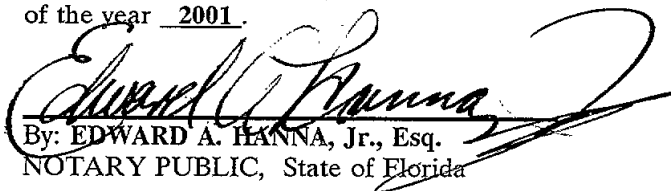
COUNTY OF BROWARD )

~~Before Me~~, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOE SAEZ, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed these same said ARTICLES OF INCORPORATION for the corporation:

**WILSHIRE GROUP, INC.**

3864 Sheridan Street  
Hollywood, Florida 33021-3634

~~In Witness Whereof~~, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22th day of May, of the year 2001.

  
By: EDWARD A. HANNA, Jr., Esq.  
NOTARY PUBLIC, State of Florida

My Commission Expires:

This Document was prepared by:

THE LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.  
Emerald Village Professional Plaza  
3864 Sheridan Street  
Hollywood, Florida 33021-3634  
Telephone: (954) 893-7030  
Telfax: (954) 962-8192

# Certificate

of

**WILSHIRE GROUP, INC.**

IN RE:

**NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE**

STATE OF FLORIDA       )  
                                      )  
COUNTY OF BROWARD    )

**Before Me**, a Notary Public authorized to take acknowledgments in  
the State and County set forth above, personally appeared: **EDWARD A. HANNA, Jr.**,  
known to me to be the person who executed the foregoing:

**CERTIFICATE RE: SERVICE OF PROCESS**

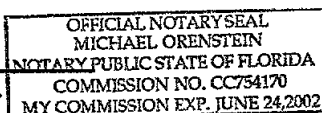
and he/she acknowledged before me that he/she executed the same said  
CERTIFICATE RE: SERVICE OF PROCESS, for:

**WILSHIRE GROUP, INC.**

c/o Edward A. Hanna, Jr., P.A.  
3864 Sheridan Street  
Hollywood, Florida 33021-3634

**In Witness Whereof**, I have hereunto set my hand and affixed my  
official seal in the State and County aforesaid, this 22th day of May,  
of the year 2001.

By: **MICHAEL D. ORENSTEIN, Esq.**  
NOTARY PUBLIC, State of Florida



**My Commission Expires:**

**This Document was prepared by:**

**THE LAW OFFICES OF:  
EDWARD A. HANNA, JR., P.A.**

By: **EDWARD A. HANNA, Jr., Esq.**  
Emerald Village Professional Plaza  
3864 Sheridan Street  
Hollywood, Florida 33021-3634  
Telephone: (954) 893-7030  
Telfax: (954) 962-8192

# Service of Process Certificate

of

**WILSHIRE GROUP, INC.**

IN RE:

**DOMICILE and REGISTERED AGENT**

FILED  
01 JUN 25 PM 12: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**This Certificate** is executed for the purpose of designating the place of business or domicile for the Service of Process within the State of Florida and for naming the agent of this corporation, upon whom process may be lawfully served.

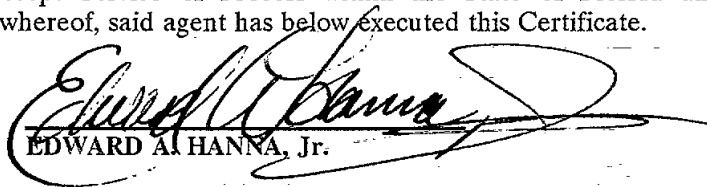
**In Furtherance Whereof**, and in compliance with Section 48.091, Florida Statutes, the following is submitted by the aforesaid corporation:

**First**, that **WILSHIRE GROUP, INC.**, desiring to organize and qualify under the laws of the State of Florida, with its principal place of business located at:

has and does hereby name: **EDWARD A. HANNA, Jr.**  
whose mailing address is: **c/o Edward A. Hanna, Jr., P.A.**  
**3864 Sheridan Street**  
**Hollywood, Florida 33021-3634**

as its agent to accept Service of Process within the State of Florida and in acknowledgement whereof, said agent has below executed this Certificate.

SIGNATURE:

  
EDWARD A. HANNA, Jr.

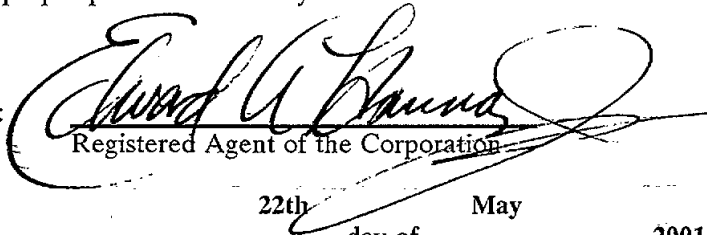
Registered Agent

HOLDING THE TITLE OF: \_\_\_\_\_

EXECUTED THIS DATE: \_\_\_\_\_  
22th May, 2001.

**Second**, having been named to accept Service of Process for the above stated corporation, at 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 Florida Statutes relative to the proper performance of my duties.

SIGNATURE:

  
Registered Agent of the Corporation

EXECUTED THIS DATE: \_\_\_\_\_  
22th May, 2001.