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Division of Corporations

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From:

Account Name : SHUTTS & BOWEN, LLP ;

Account Number : 076447000313

Phone : (305) 379-9115

Fax Number : (305) 381-9982

Attn: Lalaine

FLORIDA PROFIT CORPORATION OR P.A.

HEMISPHERE FINANCIAL SERVICES, INC.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JUL 16 2001

**ARTICLES OF INCORPORATION
OF
HEMISPHERE FINANCIAL SERVICES, INC.**

ARTICLE I - NAME

The name of this Corporation is Hemisphere Financial Services, Inc., and its address is
2159 Coral Way, Miami, Florida 33145.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the
United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common
stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of
Miami, and its address is 1500 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Antonio Alonso	2159 Coral Way Miami, FL 33145
Daniel Schwartz	2159 Coral Way Miami, FL 33145
Richard Dailey	2159 Coral Way Miami, FL 33145

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Bowman Brown, Esq., and his address is 1500 Miami Center, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
16th day of July, 2001.


Bowman Brown, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED Corporation HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 16th DAY OF July, 2001.

CORPORATION COMPANY OF MIAMI
Registered Agent

By: 
LALAINA A. LANDAU
Assistant Secretary

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