

10/31/01 14:53

Division of Corporations

001/004

Page 1 of 2

**P01000105380**

**Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000111382 7)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : KIPNIS TESCHER LIPPMAN & VALINSKY  
Account Number : 072164000350  
Phone : (954) 467-1964  
Fax Number : (954) 467-2264

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT 31 PM 4:08

**FLORIDA PROFIT CORPORATION OR P.A.**

**Centerpointe Financial, Inc.**

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

FAX AUDIT # H01000111382 7

ARTICLES OF INCORPORATIONOFCENTERPONTE FINANCIAL, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: Centerpointe Financial, Inc.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 12534 Wiles Road, Coral Springs, FL 33076.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.0001 par value per share. In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT 31 PM 4:09

FAX AUDIT # H01000111382 7  
Prepared By: Kipnis Tescher Lippman & Valinsky  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301  
(954) 467-1964  
Patricia Fox-Butler FL Bar No. 118613

FAX AUDIT # H01000111382 7

by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

#### ARTICLE IV

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Patricia Fox-Butler  
Kipnis Tescher Lippman & Valinsky, P.A.  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301

#### ARTICLE V INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Patricia Fox-Butler  
Kipnis Tescher Lippman & Valinsky, P.A.  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301

#### ARTICLE VI INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

FAX AUDIT # H01000111382 7  
Prepared By: Kipnis Tescher Lippman & Valinsky  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301  
(954) 467-1964  
Patricia Fox-Butler FL Bar No. 118613

FAX AUDIT # H01000111382 7

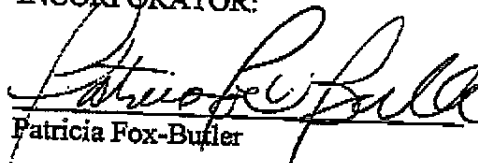
ARTICLE VII  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII  
CONTROL SHARE ACQUISITIONS

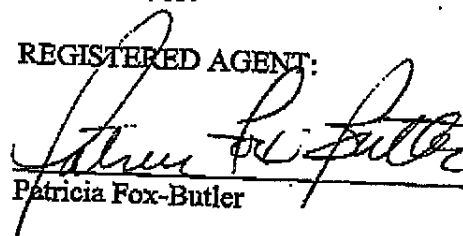
This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Patricia Fox-Butler

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Patricia Fox-Butler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT 31 PM 4:09

FAX AUDIT # H01000111382 7  
Prepared By: Kipnis Tescher Lippman & Valinsky  
100 Northeast Third Avenue, Suite 610  
Fort Lauderdale, FL 33301  
(954) 467-1964  
Patricia Fox-Butler FL Bar No. 118613