

PO1000106276

Anil Poonai
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October 9, 2001

Florida Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/02/01--01025--006
*****78.75 *****78.75

Re.: A.P.I. Financial, Inc.

To Whom It May Concern:

Enclosed is an original and one copy of the article of incorporation and a check in the amount of Seventy eight dollars and seventy five cents (\$78.75) to cover the filing fee and a certificate of status.

Thank you for your prompt attention to this matter. Please do not hesitate to call if I can be of any further assistance.

Sincerely yours

Anil Poonai
Anil Poonai
Enclosure(s) as noted

FILED
01 NOV -2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 11/4/01

ARTICLES OF INCORPORATION
OF
A.P.I. Financial, Inc.

FILED
01 NOV -2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I – Name

The name of this corporation is A.P.I. Financial, Inc.

Article II – Purpose

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

Article III – Principal Office

The street address of the initial principal office is 5192 10th Avenue North, Suite B, Greenacres, FL 33463, and the name of the initial registered agent of this corporation at that address is Anil Poonai.

Article IV-Shared

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock, consisting of one class, and having a part value of \$1.00.

Article V – Preemptive Rights

Each shareholder of this corporation shall have the first rights to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total; number of shares by an shareholder who does not exercise it and pay for the shares preempted within thirty (30) days or receipt of a notice in writing from the corporation, stating the prices, terms and condition of the issue of shares, and inviting him to exercise his preemptive written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

Article VI – Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time through By-Laws adopted by the shareholders. The names and addresses of the initial Directors of this corporation:

Anil Poonai

**5051 45th Road South
Lake Worth, FL 33463**

Article VII – Incorporators

The names and addresses of the initial Incorporators of this corporation are:

Anil Poonai

**5051 45th Road South
Lake Worth, FL 33463**

Article VIII – By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; except those By-Laws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repeal by the Directors.

Article IX – Indemnification

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

Article X – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10th day of October, 2001.

Anil Poonai

Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, of the Florida Statutes.

Anil Poonai

Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE Anil Poonai a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Anil Poonai known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that such persons executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of October 2001.

Amy Grushon

Notary Public, State of Florida

My commissions expires:



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01 NOV - 2 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA