

# P02000030164

## Transmittal Letter

**The name of the Corporation is:** FIRST FINANCIAL SERVICES PORTFOLIOS, INC.

**Return Address:** Please send ALL corresponding documentation including the certificate of status to First Financial Services at: 1110 Brickell Avenue Suite 430 Miami, FL 33131.

**Payment:** A Money Order is enclosed for ~~\$87.50~~ which covers the incorporation and a certificate of status.

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FILED  
02 MAR 12 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

03-20-02

**ARTICLE I  
NAME**

The name of the corporation shall be: **First Financial Services Portfolios, Inc.**

**ARTICLE II**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock authorized for this corporation shall consist of 20,100,000 shares of common stock, no par value. The common stock shall be divided into two classes, Class A common shares and Class B common shares. There shall be 20,000,000 shares of Class A Common Stock and 100,000 shares of Class B Common Stock. The rights of the Class B Common stock shall be as follows:

1. **Creation of Class B Common Stock.** There is hereby created a Class B Common Stock consisting of 100,000 shares and designated as the Class B Common Stock, no par value, having the voting powers, preferences, relative, participating, limitations, qualifications optional and other special rights and the qualifications, limitations and restrictions thereof that are set forth below.

2. **Dividend Provisions.** No dividends shall be paid with respect to the Shares of Class B Common Stock.

3. **Redemption Provisions.** The Class B Common Stock are not redeemable into Class A Common Stock.

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4. **Liquidation Provisions.** In the event of any liquidation, dissolution or winding down of the corporation, whether voluntary or involuntary, the Class B Common Stock shall not be entitled to any liquidation rights.

5. **Conversion Provisions.** Shares of Class B Common Stock shall not have conversion rights.

6. **Voting Provisions.** Each share of Class B Common Stock shall be entitled to 100 votes per share.

## **ARTICLE V PLACE OF BUSSINESS**

The address of the principal place of business of this corporation in the state of Florida shall be 1110 Brickell Ave Suite 430 Miami, Fl 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

## **ARTICLE VI**

The business of this corporation shall be managed by it's Board of Directors. The number of shuch shall not be less than one ( 1 ) and , subject to such minimum maybe increased or decreased from time to time in the manner provided in the By-Laws.

## **ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to aquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## **ARTICLE IX SHAREHOLDERS**

**9. 1. Inspection of Books.** The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be opened to inspection by shareholders or a duly appointed representative.

### **2. Control of Shareholders**

**9. 2. Control Share Acquisition.** The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

**9. 3. Quorum.** The holders of shares entitled to one third of the votes at a meeting of shareholder's shall constitute a quorum.

**9. 4. Required Vote.** Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X**  
**LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or any resolution of its stock holders or directors, to undertake to indemnify the officers and its directors of this corporation against any contingency or peril as may be determined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI**  
**CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XII**  
**INCORPORATOR**

The name and address of the incorporator to these articles of incorporation are:  
Xenophon Pateras 1110 Brickell Ave Suite 430 Miami, FL 33131

**ARTICLE XIII**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:  
John Kracke 16000 SW 77<sup>th</sup> Ave Miami, FL 33157

Xenophon J. Peters  
Incorporators Signature

3/6/02  
Date

John Gracke  
Registered Agents Signature

3/6/02  
Date