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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICAN HERITAGE FINANCIAL GROUP, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

# **Certificate of Incorporation**

## **of**

### **American Heritage Financial Group, Inc.**

The undersigned subscriber(s) to these ARTICLES OF INCORPORATION a natural person(s) competent to contract, form a corporation under the laws of the State of Florida.

#### **Article One**

The name and address of this business corporation shall be:

**American Heritage Financial Group, Inc.**  
2684 S.W. 137<sup>th</sup> Ave  
Miami, Florida 33175

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TALLAHASSEE, FLORIDA

#### **Article Two**

The general nature of business or businesses to be transacted will be: A complete financial services including mortgages both residential and commercial.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instrument to secure the payment of corporate property indebtedness as required. To seek independent distributors or investors to promote in a franchise type structure our products. Furthermore:

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

#### **Article Three**

##### **Terms of Existence**

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

## **Article Four**

### **Capital Stock**

- A. **Designation:** The Stock of this corporation shall be known as common stock.
- B. **Authorized:** The maximum number of shares of common stock that this corporation may issue is: ( 5000 ) SHARES
- C. **Par-Value:** Each share of common stock shall have a par value of : One (\$2.00) DOLLAR.
- D. **Considerations:** Shares of common stocks may be issue in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. **Non-Assess ability:** Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. **Voting Rights:** Each Share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation. In the event of a dead-lock vote, an independent arbitrator will make the final decision.
- G. **Dividends:** Record holders of common stock are entitled to receive their pro-rate share of any dividends that may be declared by the board of Directors out of assets legally available for such purpose.
- H. **Liquidation:** Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.
- I. **Right of First Refusal:** In order to avoid for one of the original shareholders to sell to another and becoming majority. In the event that any one of the Stockholders wants to sell its shares, the Corporation will have the right to purchase them at their appraised value and divided them among the remainder stock holders in equal parts.

## **Article Five**

### **Minimum Capital**

**The amount of capital with which the corporation shall begin shall not be less than:  
TEN THOUSAND AND 00/100 (\$10,000.00) DOLLARS**

## **Article Six**

### **Corporate Address**

**The initial Post Office address of the principal office of this corporation in the State of Florida is: 2684 S.W. 137<sup>th</sup> Avenue Miami, Florida 33175**

## **Article Seven**

### **Number of Directors**

**This corporation shall have 3 Directors initially, although the number of Directors may increase or diminish from time to time by the stockholders but shall never be less than one.**

## **Article Eight**

### **First Board of Directors**

<b><u>PRESIDENT/SECRETARY/DIRECTOR:</u></b>	<b>Nilda L Aquino-Herrera</b>
<b><u>VICE-PRESIDENT /DIRECTOR:</u></b>	<b>Miriam H. Baldwin</b>
<b><u>VICE-PRESIDENT /DIRECTOR:</u></b>	<b>Rosana V. Bustillos</b>

## **Article Nine**

### **Subscribers Address**

**The name and address of the subscribers of these Articles of Incorporation are:**

<b>Nilda L Aquino-Herrera</b>	<b>2684 S.W. 137<sup>th</sup> Avenue, Miami, FL 33175</b>
<b>Miriam H. Baldwin</b>	<b>2684 S.W. 137<sup>th</sup> Avenue, Miami, FL 33175</b>
<b>Rosana V. Bustillos</b>	<b>2684 S.W. 137<sup>th</sup> Avenue, Miami, FL 33175</b>

**Article Ten**

**Amendment**

**This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.**

**Article Eleven**

**Resident Agent**

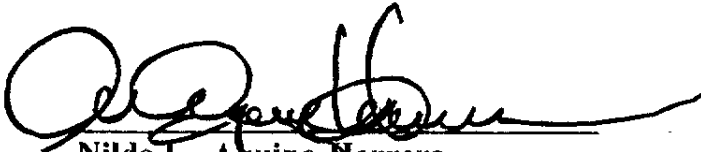
**The Resident Agent of this corporation is:**

**Manuel F. Herrera**

**The Corporation may change its resident agent and principal office any time.**

**IN WITNESS WHEREOF, the undersigned subscribers does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.**

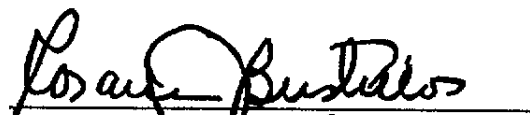
**DATE: March 17<sup>th</sup>, 2003**



**Nilda L. Aquino-Herrera**  
**President / Secretary / Director**



**Miriam H. Baldwin**  
**Vice-President / Director**



**Rosana V. Bustillos**  
**Vice-President / Director**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.**

2684 S.W. 137<sup>th</sup> Avenue, Miami, Florida 33167

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.:

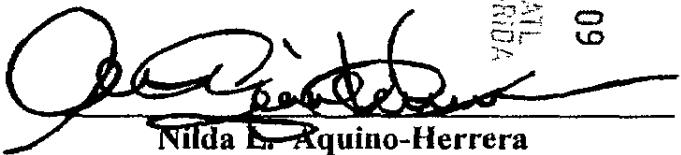
American Heritage Financial Group, Inc.

desiring to organized under the Laws of the STATE OF FLORIDA, with its principal office indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named:

Manuel F. Herrera  
2684 S.W. 137<sup>th</sup> Avenue, Miami, Florida 33175

as its agent to accept service of process within this state

Dated: March 17<sup>th</sup>, 2002

  
Nilda L. Aquino-Herrera  
President/Secretary/Director

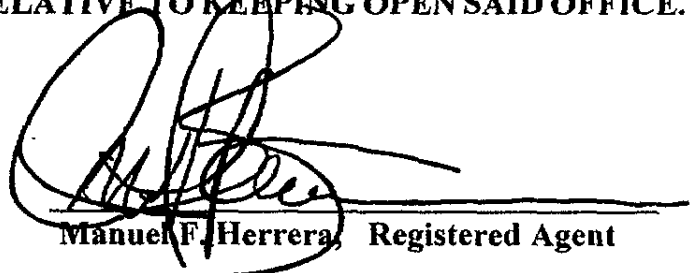
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: March 17<sup>th</sup>, 2003

  
Manuel F. Herrera, Registered Agent