

PO6000104863

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

First Global Program, Inc.

Certificate of Status	1
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CT CORPORATION SYSTEM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST GLOBAL PROGRAM, INC.

THE UNDERSIGNED, in order to form a corporation (hereinafter referred to as the "Corporation") for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act ("FBCA"), hereby certifies as follows:

1. The name of the Corporation is FIRST Global Program, Inc.
2. The principal place of business and mailing address of the Corporation is c/o Kemark Financial Services, Inc., One Blue Hill Plaza, P.O. Box 1686, Pearl River, New York 10965-8686.
3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the FBCA.
4. The total number of shares of stock which the Corporation shall have authority to issue is two-hundred (200); all of such shares shall be without par value. The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida.
5. The street address of the Corporation's initial registered office in the

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State of Florida is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of its initial registered agent at such address is CT Corporation System.

6. The name and mailing address of the sole incorporator of the Corporation is as follows:

James A. FitzPatrick, Jr.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, NY 10019-6092

7. Elections of directors need not be by written ballot unless required by the By-Laws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the shares of outstanding stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the shares of outstanding stock of the Corporation entitled to vote, given in accordance with FBCA Sections 607.0728 and 607.0808.

8. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal By-Laws made by the Board of Directors.

9. The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by FBCA Section 607.0831, as the same may be amended and supplemented from time to time.

10. The Corporation shall, to the fullest extent permitted by the provisions of FBCA Section 607.0850, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have the power to

indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Any repeal or modification of Section 9 or this Section 10 by the stockholders of the Corporation shall not adversely affect any right or protection of a person existing at the time of such repeal or modification.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the provisions of the Florida Business Corporation Act, do make these articles, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have executed this Articles of Incorporation this 9th day of August, 2006.

John Patrick J
Sole Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated 8, 10, 2006.

CT CORPORATION SYSTEM

BY Carrie Boy
Name: Carrie Boy
Title: Special Asst.

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