

FISHMAN & GOLDSTONE  
ATTORNEYS AT LAW

ALAN S. FISHMAN, P.A.

MARITAL LAW  
CRIMINAL LAW  
BUSINESS LAW

RICHARD GOLDSTONE, P.A.

REAL PROPERTY LAW  
ESTATE PLANNING  
BUSINESS LAW

KENNETH H. TRIBUCH

SUITE 202

2000 WEST SAMPLE ROAD  
POMPAHO BEACH, FLORIDA 33073

BROWARD (305) 975 7800

PALM BEACH (407) 772 1755

FAX (305) 978 6073

December 29, 1994

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

200001368112  
-01/03/95--01127--023  
\*\*\*122.50 \*\*\*122.50

RE: First Overseas, Inc.

Dear Sirs:

Enclosed please find my check in the amount of \$122.50 to cover the filing fees for the above corporation. After certification, please return one copy of the Articles of Incorporation to my attention. Your usual prompt attention and cooperation in this matter is appreciated.

Very truly yours,

Alan S. Fishman  
ALAN S. FISHMAN

ASF:jam

Enclosures

FILED  
95 JAN -3 AM 9 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN - 5 1995

ARTICLES OF INCORPORATION  
OF  
FIRST OVERSEAS, INC.

FILED  
95 JAN -3 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:  
FIRST OVERSEAS, INC.

ARTICLE II - PURPOSE

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same to the extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws of the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings, and tenements for the offices and premises of the corporation and to lease, mortgage and convey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer of its records of its stock or other evidence of interest of membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any

of the several states, territories, possessions and dependencies, of the United States, the District of Columbia and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental all to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit

to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

#### ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

#### ARTICLE IV - PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

##### Section 1.

The holders of record of the Preferred Shares, if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the Preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution on the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment or setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

##### Section 2.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid per value for each of such Preferred Shares, plus accumulated dividends therein up to the date of such liquidation, dissolution or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of

Preferred Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of such series;
5. The rights, if any, of the holders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address and mailing address of the principle office of the corporation is: 1561 S. Congress Avenue, Suite 167  
Delray Beach, FL 33445

The name of the initial registered agent of this corporation is Alan S. Fishman, P.A. and the address of the initial registered office of the corporation is: 2300 West Sample Road, Suite 202  
Pompano Beach, Florida

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

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

Stanley Zeller	William A. Burns
President & Treasurer	Vice-President & Secretary
1561 S. Congress Ave., #167	1561 S. Congress Ave.,
Delray Beach, FL 33445	#167
	Delray Beach, FL 33445

ARTICLE IX - INCORPORATOR

The names and address of the person signing these Articles of Incorporation is: Stanley Zeller  
1561 S. Congress Avenue, #167  
Delray Beach, FL 33445

ARTICLE X

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses include attorneys' fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

#### ARTICLE XI

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

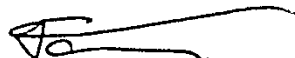
#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### ARTICLE XIII

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed with the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 29 day of December, 1994.

  
SUBSCRIBER      Stanley Zeller

STATE OF FLORIDA :  
                              : SS.  
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared  
Stanley Zeller, known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29  
day of December, 19 94.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



JANE A. MCDEVITT  
MY COMMISSION # CC 188408 EXPIRES  
May 31, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.



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

FILED  
95 JAN -3 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That First Overseas, Inc.

desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at

City of Delray Beach, County of Palm Beach

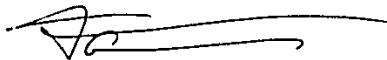
State of Florida, has named Alan S. Fishman, P.A.

located at 2300 W. Sample Road, Suite 202

(street address and number of building, post office box  
address not acceptable)

City of Pompano Beach, County of Broward

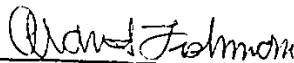
State of Florida, as its agent to accept service of process within this state.



Stanley Zeller

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping said office open.



Resident Agent