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LAW OFFICES OF
DENNIS J. MCGLOTHLIN, P.A.
2000 RIVERWALK PLAZA
333 NORTH NEW RIVER DR. EAST
FORT LAUDERDALE, FLORIDA 33301-2240
(305) 527-5031

FILED
95 JAN -9 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FAX (305) 704

DENNIS J. MCGLOTHLIN, ESQ.
ANTHONY W. PELLEGRINO, ESQ.*
*ALSO ADMITTED IN MASSACHUSETTS

January 6, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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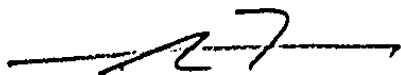
Re: Buyequity Financial Corporation

Dear Sir/Madam:

Enclosed, with reference to the above, please find an original and one copy of the Articles of Incorporation of Buyequity Financial Corporation and a check in the amount of \$122.50.

Please file the original Articles of Incorporation and return a certified copy in the envelope provided. If additional information is needed, please do not hesitate to contact me.

Very truly yours,



Anthony W. Pellegrino
For the Firm

AWP/lap
Enc.
cc: Jerome Gross w/enc

D. BROWN JAN 11 1995

ARTICLES OF INCORPORATION
OF
BUYEQUITY FINANCIAL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purposes of organizing a corporation under the Florida General Corporation Act.

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be:

BUYEQUITY FINANCIAL CORPORATION

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100 shares of common stock, having no par value.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V - REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation in the State of Florida is:

2000 Riverwalk Plaza
333 N. New River Drive, East
Ft. Lauderdale, FL 33301

and the initial registered agent shall be:

Donnis J. McGlothlin

The address of the initial principal office shall be:

3900 Island Boulevard
North Miami, FL 33160

ARTICLE VI - NUMBER OF DIRECTORS

The Corporation shall have a Board of Directors composed of the number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is One (4); and the names and addresses of the initial member of the Board of Directors are:

JEROME H. GROSS
3900 Island Boulevard
North Miami, FL 33160

RICHARD GAY
1121 NE 202 Street
Miami, FL 33179

SCOTT BARNETT
7705 SW 110 Street
Miami, FL 33156

BRADLEY GREENLEAF
2820 NE 48 Street
Lighthouse Point, FL 33064

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

JEROME H. GROSS
3900 Island Boulevard
North Miami, FL 33160

