# P95000004094

January 11, 1995

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SECATION OF THE TALL AND THE TA

Division of Corporations P.O. Box 6327 Tallahassee, fl 32314

Re Articles of Incorporation The Jefferson Financial Grou, . 10000 0011 2684 0022 40. 17:98 - 01010 - 000 ++++127.50 - ++++128.50

Dear Sirs:

Please file the enclosed Articles of Incorporation—with the Secretary of State for the above referenced corporation. Enclosed is our check #1231 in the amount of \$122.50 to cover the filing fees.

Please be advised that a copy of the articles should be return to us at the belowed address.

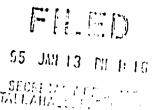
The Jefferson Financial Group 1065 NE 125th Street, Suite 221 N. Miami, Florida 33161 Tel. 305-893-0072 749 - 3443

Should you have any questions, please do not hesitate to contact the undersigned. Your assistance in this matter will be greatly appreciated.

Sincerely,

Helper MM ——
Hotson Miller

Read The



### ARTICLE OF INCORPORATION OF THE JEFFERSON FINANCIAL GROUP, INC.

I, the undersigned, is corous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

#### ARTICLE 1 NAME

The name of this corporation shall be THE JEFFERSON FINANCIAL GROUP, and its principal place of business shall be 1065 NE 125th Street, Suite 221, N. Miami, Fl 33161, and any other location that the board of Directors may deem appropriate.

#### ARTICLE JI EXISTENCE

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this Certificate of Incorporation.

#### ARTICLE III GENERAL NATURE OF BUSINESS

The general nature of the business and object and purpose to be transacted and carried on by this corporation are to do any and all lawful business.

#### ARTICLE IV SHARES OF STOCK - NUMBERS

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand shares (1000) of common stock of the par value of \$.01 per share.

The shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services, provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporator of the Board of Directors, in the manner provided by the Statue.

#### ARTICLE V AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of One Hundred Dollars (\$100.00)

#### ARTICLE VI DIRECTOR

The affairs of the corporation will be managed by a Board of Directors numbering at least one (1). The name and address of the individual who is to serve as director, until new directors are elected at the first shareholders meeting is as follows:

NAME

ADDRESS

Jefferson C. Miller

1065 NE 125th Street, Suite 221 N. Miami, Florida 33161

#### ARTICLE VII OFFICERS

The name and address of the individual who will serve as the initial officer of the corporation until new prectors are appointed at the first meeting of the shareholders, is as follows:

NAME

ADDRESS

PRESIDENT Jefferson C. Miller

1065 NE 125th Street, Suite 221 N. Miami, Florida 33161

#### ARTICLE VIII SUBSCRIBER

The name and address of the individual who is the original subscriber for the shares of common stock of the corporation is as follows:

NAME

ADDRESS

Jefferson ← Miller

1065 NF, 125th Street, Suite 221 N. Mianu, Florida 33161 I, the undersigned, being the original subscriber to this Certificate of Incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set my hand and seal this 9th, day of Januar, a 1995

STATE OF FLORIDA ()

COUNTY OF DADE

BE IT REMEMBER that on this 9th day of January, 1995, personally came before me, a notary public of the State of Florida, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signers, and that facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid,

Donded by HAI

OLONATIONRY PUBLIC, STATE OF FLORIDA

Flestern nhll-Jeydson C. Miller

My commission Expires:

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

In pursuance of Chapter 48,091, Florida Statues, the following is submitted in compliance with said Act:

That The Jefferson Financial Group, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the County of Dade, and State of Florida, has named Jefferson C. Miller, 1065 NE 125th Street, Suite 221, N. Miami, Florida 33161, as its agent to accept service of process within the State.

#### ACKNOWI EDGMENT

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

# P.9500004094 THE JEFFERSON FINANCIAL GROUP, INC.

REAL ESTATE INVESTMENT PROPERTY MANAGEMENT

TEL: 305-893-0072 FAX: 305-893-0360

October 16, 1995

Division of Corporation P.O. Box 6327 Fallahassee, Fl 32314 Attn: Velma Shepard

Re: Amendents to Articles of Incorporation of The Jefferson Financial Group, Inc

Dear Ms. Shepard:

Enclosed herwith for filing with the Secretary of State is the amendment to Articles of Incorporation for The Jefferson Financial Group, Inc.

Also enclosed is a check made payable to the Secretary of State for \$35.00 to cover the filing fee for the amen — ant.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

ffferson Miller

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President

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Amend

VS OCT 2 4 1995

FILED 95 OCT 20 AM 9:51 SECTETARY OF STATE TALLAHASSEE FLORIDA

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE JEFFERSON FINANCIAL GROUP, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: On motion duly made, second and carried, Maria L. Parlor was elected Vice President of The Jefferson Financial Group, Inc.

SECOND: The date of the amendment's adoption: October 16, 1995.

THIRD: Adoption of Amendment(s):

The amendment was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Signed this 16th day of October, 1995.

The Jefferson Financial Group, Inc

Jefferson Miller

\_Chairman of the Board of Directors