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1/10/95

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI

DEPARTMENT OF STATE

4437 SHERIDAN AVE

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI BEACH FL 33140-0000

TALLAHASSEE, FL 32399

CONTACT: JOSEPH MATA

FAX: (904) 922-4000

PHONE: (305) 538-9091

FAX: (305) 538-8994

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEINER & NUSSBAUM, P.A.

FAX AUDIT NUMBER: H95000000368

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1995

TIME REQUESTED: 13:43:40

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 075114001215

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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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**Articles of Incorporation
of
Beiner & Nussbaum, P. A.**

Article I. Name and Purpose

The Corporation is being formed for the purpose of the practice of law. The name of this Florida corporation is Beiner & Nussbaum, P. A.

Article II. Address

The mailing address of the Corporation is:

Beiner & Nussbaum, P. A.
5200 Town Center Circle, Suite 105
Boca Raton, FL 33486

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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TALLAHASSEE, FLORIDA

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Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Harvey A. Nussbaum
Stephen Beiner

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 10, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on January 10, 1995.

Corporate Creations Enterprises Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9091

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Belner & Nussbaum, P. A.

REGISTERED AGENT:
Stephen Belner
5200 Town Center Circle, Suite 105
Boca Raton, FL 33486

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Stephen Belner

Date: January 10, 1995

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TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 538-9081

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2828 Coral Way, Suite 100, Miami, Florida 33145
Telephone 305 442-4443 • Facsimile 305 446-1343

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December 9, 1994

DIVISION OF CORPORATION
P.O. Box 6327
Tallahassee, FL 32314

200001352902
-12/14/94--01080--010
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the article of incorporation for a new Florida Corporation for profit under the name of **INTERNATIONAL BANKERS CONSULTING GROUP, INC.** I am including a check totaling \$122.50 for the following items as per the corporation basic fees schedule.

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Reg. Agent Designation	<u>\$ 35.00</u>
	\$122.50

If there should be any additional requirements, please notify the undersigned.

Sincerely,

Alfonso Muelle

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1995 FEB - 7 AM 11:23
TALLAHASSEE, FLORIDA

5/11/94 \$122.50 2/67/95
W94-22694 P95-10525



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 15, 1994

ALFONSO MUELLE
INTERNATIONAL BANKERS FINANCIAL GROUP
2828 CORAL WAY, SUITE 100
MIAMI, FL 33145

SUBJECT: INTERNATIONAL BANKERS CONSULTING GROUP, INC.
Ref. Number: W94000026694

We have received your document for INTERNATIONAL BANKERS CONSULTING GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

According to section 607.0202(1)(b) or 617.0202(1)(b) Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 694A00053198



OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

COMPTROLLER OF FLORIDA

February 1, 1995

Mr. Alfonso Muelle
Director
International Bankers Financial Group
2828 Coral Way, Suite 100
Miami, Florida 33145

Re: "International Bankers Consulting Group, Inc."

Dear Mr. Muelle:

On December 28, 1994, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on January 6, 1994, for 21 days until January 27, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

- 1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or**
- 2. Use any name, word, sign, symbol, or device in any context or in any manner; or**
- 3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.**

Mr. Alfonso Muelle
February 1, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "International Bankers Consulting Goup, Inc.".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Boyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLE OF INCORPORATION
OF

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1995 FEB -7 AM 11:23
STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name

The name of the corporation shall be:

International Bankers Consulting Group, Inc.

ARTICLE II

Nature of Corporate Business

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

Preemptive Rights

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

Initial Register Agent
And Initial Register Office

The corporation's Initial Register Agent and Initial Registered Office in the State of Florida are:

INITIAL REGISTER AGENT

Alfonso Muelle

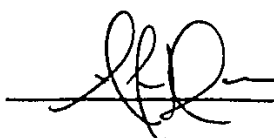
INITIAL REGISTER OFFICE

**2828 Coral Way
Suite 100
Miami, FL 33145**

INITIAL BUSINESS ADDRESS
**2828 CORAL WAY
SUITE: 100
MIAMI, FLORIDA 33145**

ACKNOWLEDGEMENT AND CONSENT OF REGISTER AGENT

Having been named initial Registered Agent to accept services of process on the Corporation at the Initial registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


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1995 FEB - 7 AM 11:23
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of Directors constituting the Initial board of Directors of the corporation is two

ARTICLE VII
Initial Directors

The names and addresses of the members of the Initial board of Directors are:

NAMES	ADDRESSES
Angel Leon	4765 N. Bay Rd. Miami Beach, FL 33140
Alfonso Muelle	9945 S.W. 64 Street Miami, FL 33173

ARTICLE VIII

Incorporator

The names and address of the Incorporator executing these Articles of Incorporation is:

NAME	ADDRESS
Alfonso Muelle	2828 Coral Way Suite 100 Miami, FL 33145

THE UNDERSIGNED INCORPORATOR, for the purpose of performing a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



STATE OF FLORIDA)
COUNTY OF DADE) ss.

BE IT REMEMBERED that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared , to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 9th day of December 1994

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



Caridad Santos
CARIDAD SANTOS
My Commission GC303188
Expires Jul. 28, 1997
Bonded by HAI
800-422-1555