

P95000015254

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Fl 32314

FILED  
95 FEB 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: STONEBRIDGE CAPITAL INC

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50

STONEBRIDGE CAPITAL INC  
3860 CORAL TREE CIRCLE #208  
COCONUT CREEK, FLORIDA 33073

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00671  
200001402512  
-02/09/95--01136 --010  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1995

ROBERT K. BROOKS  
3860 CORAL TREE CIRCLE  
STE. 208  
COCONUT CREEK, FL 33073

SUBJECT: STONEBRIDGE CAPITAL INC.  
Ref. Number: W95000003197

We have received your document for STONEBRIDGE CAPITAL INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 695A00006122

ARTICLES OF INCORPORATION  
OF  
STONEBRIDGE CAPITAL INC

ARTICLE I - NAME

The name of the Corporation shall be:

STONEBRIDGE CAPITAL INC

The principal place of business of this Corporation shall be:

499 E PALMETTO PARK RD #227  
BOCA RATON, FLORIDA 33432

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock".

ARTICLE V - ADDRESS

The street address of the initial Registered Office of the Corporation shall be:

499 E PALMETTO PARK RD STE 227  
BOCAA RATON, FLORIDA 33432

The name of the initial Registered Agents of the Corporation at that address shall be:

ROBERT K BROOKS

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\$5 FEB 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - OFFICERS AND DIRECTORS

This Corporation shall have two Directors, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors are:

ROBERT K BROOKS  
499 E PALMETTO PARK RD #227  
BOCA RATON, FLORIDA 33432

#### ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

ROBERT K BROOKS  
499 E PALMETTO PARK RD #227  
BOCA RATON, FLORIDA 33432

#### ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE X - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE XI - INDEMNIFICATION

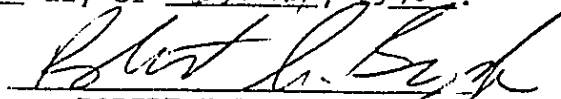
This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

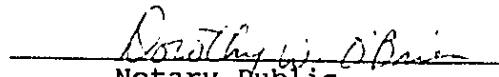
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of February, 1995.

  
ROBERT K BROOKS

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT K BROOKS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal this 7 day of February, 1995.

  
Notary Public

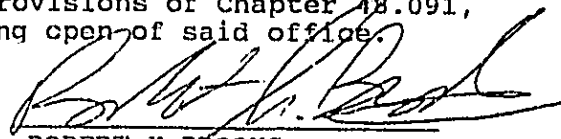


DOROTHY W. O'BRIEN  
MY COMMISSION # CC272659 EXPIRES  
March 30, 1997  
BONDED THRU TROY FARM INSURANCE, LLC.

FILED  
95 FEB 27 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

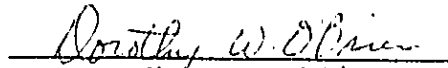
ACCEPTANCE OF REGISTERED AGENT OF CORPORATION

Having been named to accept service of process for the above stated Corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.



ROBERT K BROOKS

SWORN AND SUBSCRIBED before me, in the State and County last aforesaid, this 7 day of February, 1995.

  
Notary Public



DOROTHY W. O'BRIEN  
MY COMMISSION # CC272659 EXPIRES  
March 30, 1997  
BONDED THROUGH TROY FARM INSURANCE, INC.

DEBIT MEMORANDUM

**P 95000015754**

TO : DEPARTMENT OF STATE

DATE OR OFFICIAL USE NUMBER

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	497.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	497.50	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	375.00
GRAND TOTAL:				\$ 497.50

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\*\*\*137.50 \*\*\*137.50

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RECEIVED  
95 FEB 20 AM 11:59  
STATE OF FLORIDA

Process Date: 02/21/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

P95000015754

March 14, 1996

Florida Department of State  
Teri Buckley  
Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Stonebridge Capital, Inc. - P95000015754

Dear Ms. Buckley:

I am notifying you of an address change for the above mentioned subject. The new address is: 3860 Coral Tree Circle  
#208  
Coconut Creek, FL 33073

Thank you for your help in this matter.

Sincerely,

*Robert Brooks*  
Robert Brooks

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96 MAR 13 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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