

Law Offices of  
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March 8, 1995

Office of the Secretary of State  
State Capital  
Tallahassee, FL

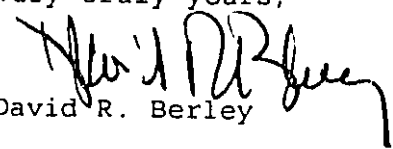
Re: St. Georges Securities, Inc.  
Our file No. 95-6096

Gentlemen:

Enclosed please find duplicate articles of incorporation and  
check for \$122.50.

Kindly file this corporation.

Very truly yours,

  
David R. Berley

DRB:sl

enclosures

cc: St. Georges Investments, Inc.

**EFFECTIVE DATE**

MAR - 8 1995

95 MAR 13 AM 11:37  
SECRET  
STATE  
TALLAHASSEE, FL 32304

T. BROWN MAR 14 1995

ARTICLES OF INCORPORATION  
OF  
ST. GEORGES SECURITIES, INC.

FILED  
95 MAR 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**EFFECTIVE DATE**

ARTICLE I

MAR - 8 1995

NAME

The name of this corporation is ST. GEORGES SECURITIES, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI  
INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 1090, 801 Brickell Avenue, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII  
DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be two (2).

ARTICLE VIII  
INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

DEBORAH HERNANDEZ	801 Brickell Avenue Suite 1090 Miami, FL 33131
ARTURO VAUGHAN	801 Brickell Avenue Suite 1090 Miami, FL 33131

ARTICLE IX  
SUBSCRIBER

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

David R. Berley  
Suite 200  
848 Brickell Avenue  
Miami, FL 33131

ARTICLE X  
VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI  
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this

corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

#### ARTICLE XIII

##### RESTRAINT ON ALIENATION

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority any regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of the death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

#### ARTICLE XIV

##### AMENDMENT

Except as may be provided in the By-Laws of this corporation to the contrary, these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the holders of not less than two-thirds (2/3) of the then outstanding stock of the corporation.

#### ARTICLE XV

##### RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

BERLIT CORPORATE SERVICES, INC.  
Suite 200  
848 Brickell Avenue  
Miami, FL 33131

#### ARTICLE XVI

EFFECTIVE DATE

The effective date of this corporation shall be the date upon which these articles of incorporation were executed by the incorporator.

ARTICLE XVII

WAIVER OF FS. 607.0901 AND F.S. 607.0902

This corporation expressly waives the provisions of FS. 607.0901 and F.S. 607.0902 and elects not to be governed thereby.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on March 8, 1995.

  
David R. Berley, Subscriber

Subscribed and Sworn to on  
March 8, 1995  
Before me:



Notary Public

My Commission Expires:



AIDA ROSADO  
My Commission CC433158  
Expires Jan. 12, 1999  
Bonded by HAI  
800-422-1555

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

ST. GEORGES SECURITIES, INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named BERLIT CORPORATE SERVICES, INC. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

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

BERLIT CORPORATE SERVICES, INC.

By:

  
President

FILED  
95 MAR 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA