

1201 BAY STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000023932



ACCOUNT NO. : 072100000032

REFERENCE : 564287 86901Q

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 22, 1995

ORDER TIME : 10:29 AM

ORDER NO. : 564287

CUSTOMER NO: 86901Q

CUSTOMER: Ms. Gina Hardin - 86901q
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

8000000141890588
-03/24/95--01064--002
*****70.00 *****70.00

FILED
95 MAR 24 PM 11:20
TALLAHASSEE, FL 32301

DOMESTIC FILING

P95000023932

NAME: AUTOTECH FINANCIAL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

DW
3-24-95
01

**ARTICLES OF INCORPORATION
OF
AUTOTECH FINANCIAL, INC.**

FILED
95 MAR 26 PM 4:20
CLERK
TALLAHASSEE
FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

AUTOTECH FINANCIAL, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred thousand (100,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 3900 Hollywood Blvd., Suite 303, Hollywood, Florida 33021.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3900 Hollywood Blvd., Suite 303, Hollywood, Florida 33021 the name of the initial registered agent is Douglas Jacobs.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Directors are:

Douglas Jacobs and Alan Reyf

The address of the Directors is: 3900 Hollywood Blvd., Suite 303, Hollywood, Florida 33021.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Douglas Jacobs, 3900 Hollywood Blvd., Suite 303, Hollywood, Florida 33021.

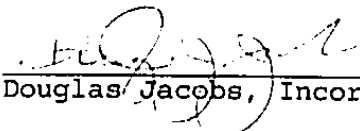
ARTICLE X
BY-LAWS

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of March, 1995.



Douglas Jacobs, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

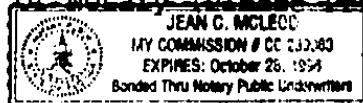
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Douglas Jacobs, personally known to me or has produced _____, to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of AUTOTECH FINANCIAL, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 2nd day of March, 1995.



Notary Public, State of Florida

Name of Notary (Please Print)



My commission expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 23rd DAY OF MARCH, 1995.

BY:

Douglas Jacobs

FILED
95 MAR 24 PM 1:27
SECURITY
TALLAHASSEE, FL 32301

P9500023932

PROFESSIONAL CORPORATION

Attorneys

Jeremy A. Koss
305-933-3610

One Turnberry Place
19495 Biscayne Boulevard, Suite 605
North Miami Beach, FL 33160-2320
Telephone: 305-933-3600

Fax: 305-933-2330

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

June 9, 1995

Office of the Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

800001515878
-06/16/95--01092--001
*****35.00 *****35.00

Re: Autotech Financial, Inc.
Articles of Amendment

Dear Sir:

Enclosed please find the original and a copy of the Articles of Amendment changing the name of Autotech Financial, Inc. to Affiliated Financial Corporation. Also enclosed please find a check in the amount of \$35.00 to cover the filing fee of same. Please change your records to reflect same.

Thank you for your prompt attention to this matter.

Sincerely,

JEREMY A. KOSS
For the Firm

JAK:cje
enclosures

cc: Mr. Douglas Jacobs

MIA1; Koss, Jeremy; 86115

FILED
95 JUN 16 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
6/20
JB

ARTICLES OF AMENDMENT
OF
AUTOTECH FINANCIAL, INC.

FILED
95 JUN 16 PM 3:14

Pursuant to the provisions of Section 607.1006 of the ~~Florida~~ ^{Business} Corporation Act, AUTOTECH FINANCIAL, INC. (the "Corporation"), hereby adopts the following Articles of Amendment:

1. The name of the Corporation is AUTOTECH FINANCIAL, INC.
2. ARTICLE 1 - NAME of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

ARTICLE 1 - NAME

The name of the Corporation is Affiliated Financial Corporation.

3. The date of adoption of the aforesaid amendment was as of June 1, 1995.

4. The said number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Affiliated Financial Corporation f/k/a
Autotech Financial, Inc.

By: 
Douglas Jacobs, President