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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-02-
CONTACT: RAY STORMONT
PHONE: (305) 541-3004
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SAFE FINANCIAL GROUP, INC.
FAX AUDIT NUMBER: H95000004046
DATE REQUESTED: 04/10/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:09:09
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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(((H95000004046)))
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTED TO NO. 1
92:11 11:09:09
CHANGED



FLORIDA DEPARTMENT OF STATE
Sandra B. Moynihan
Secretary of State

April 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SAFE FINANCIAL GROUP, INC.
REF: W95000007703

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004045
Letter Number: 895A00016297

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

PREPARED BY:
Jorge Lopez, acct.
16181 SW 78 St.
Miami, FL 33143
305-388-8412

ARTICLES OF INCORPORATION
OF
SAFE FINANCIAL GROUP, INC.

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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.

ARTICLE I NAME

The name of the corporation shall be SAFE FINANCIAL GROUP, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1825 Ponce de Leon Blvd., Ste 210, Coral Gables, Florida, 33134 and the name of the initial Registered Agent for the corporation at that address is Gloria L. Alonso.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

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ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Gloria L. Alonso S.S.# 262-81-6243
1825 Buca de Leon Blvd. Ste 218
Coral Gables, Florida 33134

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Gloria L. Alonso
1828 Ponce de Leon Blvd. Ste 218
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10th day of April, 1995.

Incorporator:

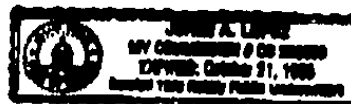
Gloria L. Alonso

STATE OF FLORIDA
COUNTY OF DADE COUNTY

The foregoing instrument was executed and acknowledged before me this 10th day of April, 1995, by Gloria L. Alonso.



[Signature]
Notary Public
State of Florida
My Commission Expires:



**J.L. Accounting
& Financial Planning**

16181 S.W. 78 Street
Miami, Florida 33193
Office #: 306-388-8412
Beeper #: 306-881-4221

Jorge A. Lopez
B.S.A. & M.B.A.

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57040000567

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. **SAFE FINANCIAL GROUP INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 1025 Ponce de Leon Blvd, Ste 210, Coral Gables, Florida, has named Gloria L. Alonso, whose address is 1025 Ponce de Leon Blvd., Ste 210, Coral Gables, Florida, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Gloria L. Alonso

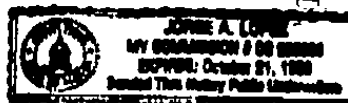
**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, this day personally appeared Gloria L. Alonso, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 10th day of April, 1995.



Notary Public
State of Florida
My Commission Expires



FILED
95 APR 1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA