

**95000033652**  
LAW OFFICES  
**MOYLE, FLANIGAN, KATZ, FITZGERALD & SHEEHAN, P.A.**

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MARTIN V. KATZ  
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LINDA R. MCCANN

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STUART OFFICE  
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TELEPHONE (407) 625-6480  
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JON C. MOYLE  
JON C. MOYLE, JR.  
JODY H. OLIVER  
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THOMAS A. SHEEHAN, III  
MARTA M. SUAREZ-MURIAS  
WILTON L. WHITE

OF COUNSEL:  
\*THOMAS A. HICKEY  
\*WILLIAM J. PAYNE  
DONNA H. STINSON  
\*ADMITTED IN NEW YORK ONLY

April 24, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Re: Spectrum Commercial Services, Inc.

To whom it may concern:

Enclosed are an original and one copy of fully executed Articles of Incorporation for Spectrum Commercial Services, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State to cover your filing fee, designation of resident agent and certified copy.

Please return the certified copy of the Articles of Incorporation to the undersigned in the envelope provided herewith. If you have any questions, please give me a call.

Sincerely yours,

*Thomas A. Sheehan, III*

Thomas A. Sheehan, III

/lge  
Enclosures  
4065Z

cc: Mr. Barry Essig

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-04/26/95--01033--005  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
APR 27 1995  
SECRETARY OF STATE  
TALLAHASSEE, FL

ARTICLES OF INCORPORATION  
OF  
SPECTRUM COMMERCIAL SERVICES, INC.

FILED  
55 APR 25 PM 12:39  
SECRETARY OF STATE  
TAMMSESSON

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Spectrum Commercial Services, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 305 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is

organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

#### 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 305 Royal Poinciana Plaza, Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is James Jenkins.

#### ARTICLE VIII

##### Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation is as follows:

Sidney Kohl	305 Royal Poinciana Plaza Palm Beach, Florida 33480
Barry Essig	305 Royal Poinciana Plaza Palm Beach, Florida 33480
James Jenkins	305 Royal Poinciana Plaza Palm Beach, Florida 33480

#### ARTICLE IX

##### By-Laws

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

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Thomas A. Sheenan, III, 625 N. Flagler Drive, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of April, 1995.

Thomas A. Sheehan  
Thomas A. Sheehan, III, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SPECTRUM COMMERCIAL SERVICES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF WEST PALM BEACH, STATE OF FLORIDA HAS NAMED THOMAS A. SHEEHAN, III, LOCATED AT 625 N. FLAGLER DRIVE, WEST PALM BEACH, FL 33401, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Thomas A. Sheehan  
THOMAS A. SHEEHAN

Incorporator  
(Title)

April 11, 1995  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES.

Thomas A. Sheehan, III  
Thomas A. Sheehan, III  
Registered Agent

April 24, 1995  
(Date)

P95000033652

MOYLE, FLANIGAN, KATZ, FITZGERALD & SHEEHAN, P.A.

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POST OFFICE BOX 3888  
WEST PALM BEACH, FLORIDA 33402  
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MARTA M. SUAREZ-MURIAS  
WILTON L. WHITE

OF COUNSEL:  
ROBERT E. DEZIEL  
\*THOMAS A. HICKEY  
\*WILLIAM J. PAYNE  
DONNA M. STINSON  
\*ADMITTED IN NEW YORK ONLY

April 26, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

600001467926  
-04/28/95--01033--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Spectrum Commercial Services, Inc. Name Change

To whom it may concern:

Enclosed are an original and one copy of fully executed Articles of Amendment of the Articles of Incorporation for Spectrum Commercial Services, Inc., changing the name to Spectrum Financial Corporation. Also enclosed is a check in the amount of \$35.00 payable to the Secretary of State to cover your filing fee.

Please return the certified copy of the Articles of Amendment to the undersigned in the envelope provided herewith. If you have any questions, please give me a call.

Sincerely yours,

*Thomas A. Sheehan, III*  
Thomas A. Sheehan, III

/lge  
Enclosures  
4111Z

cc: Mr. Barry Essig

FILED  
95 APR 27 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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95-9

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ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION  
OF  
SPECTRUM COMMERCIAL SERVICES, INC.

FILED  
95 APR 27 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, SPECTRUM COMMERCIAL SERVICES, INC. hereby adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of this corporation is SPECTRUM COMMERCIAL SERVICES, INC. which filed its Articles of Incorporation on April 25, 1995.

2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE I  
Name of Corporation

The name of this corporation shall be SPECTRUM FINANCIAL CORPORATION (the "Corporation").

3. This Amendment was adopted by the sole Incorporator of the Corporation on April 26, 1995 before the issuance of any shares, and therefore shareholder action was not required.

The undersigned Incorporator has executed these Articles of Amendment on April 26, 1995.

Thomas A. Sheehan, III  
Thomas A. Sheehan, III  
Incorporator