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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BRITTANIA INVESTMENT PROPERTIES, INC.  
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF

BRITANIA INVESTMENT PROPERTIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is BRITANIA INVESTMENT PROPERTIES, INC.

The business address is 409 SEABREEZE BLVD, #210, FORT LAUDERDALE, FL 33316

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. Investments in residential and commercial properties and holdings and residential and commercial mortgages and loans.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, common stock, and shall have a par value of one dollar (\$1.00) per

MICHAEL D. TOWNER, ESQ.  
1995 E. OAKLAND PARK BLVD.  
SUITE 330  
Ft. Laud., FL 33306  
(305) 563-3773 / FBN. 642347

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share.

#### ARTICLE FIVE

The street address of the initial registered office of the corporation is 1995 East Oakland Park Boulevard, Suite 330, Fort Lauderdale, FL 33306 and the name of its registered agent is Michael D. Towner.

#### ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is one: BERNARD YATES, 409 SEABREEZE BLVD, #210, FORT LAUDERDALE, FL 33316.

#### ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the

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board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The officers of this corporation may consist of a president, treasurer, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws.

ARTICLE ELEVEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That BRITANIA INVESTMENT PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Michael D. Towner, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said

office.

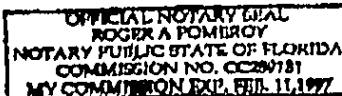
*Michael D. Towner*  
 Michael D. Towner  
 Registered Agent

STATE OF FLORIDA )

COUNTY OF BROWARD )

ON July 26, 1995, before me appeared Michael D. Towner, to me personally known and who acknowledged the execution of the foregoing instrument as his free act and deed.

SWORN TO AND SUBSCRIBED before me on July 26, 1995.



*Roger A. Pomeroy*  
 NOTARY PUBLIC

MY COMMISSION EXPIRES:  
 PROOF OF IDENTIFICATION:

ARTICLE TWELVE

The name and address of the incorporator is:

BERNARD YATES  
 409 SEABREEZE BLVD, #210  
 FORT LAUDERDALE, FL 33316

*Bernard Yates*  
 BERNARD YATES

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME personally appeared BERNARD YATES, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on July 26, 1995.



MICHAEL D. TOWNER  
 My Commission CC232449  
 Expires Nov. 22, 1997  
 Bonded by HAI  
 900-428-1888

*Michael D. Towner*  
 NOTARY PUBLIC

My Commission Expires:  
 Proof of Identification:

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