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TO: DIVISION OF CORPORATIONS

STATE OF FLORIDA  
409 EAST PALM STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

PUBLIC ACCOUNTS SYSTEM

EMPLOYEE CORPORATION

COVER SHEET

1412 W. WASHINGTON

STATE 200

MIAMI FL 33135-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DIRECT FINANCIAL CORP.1

FAX AUDIT NUMBER: H95000010674

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TALLAHASSEE, FLORIDA

9/25

Prepared By:  
Frank Perez-Siam, Esq.  
Fla. Bar No. 0768911  
265 Sevilla Avenue  
Coral Gables, FL. 33134  
(305) 447-6609

ARTICLES OF INCORPORATION  
OF  
DIRECT FINANCIAL CORP.

ARTICLE I. NAME

The name of the corporation is DIRECT FINANCIAL CORP.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of capital stock at a par value of one dollar (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

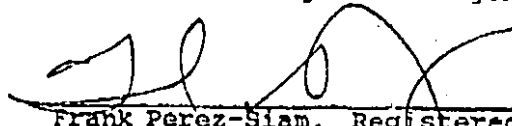
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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 265 Sevilla Avenue, Coral Gables, Florida 33134 and the initial registered agent of this corporation at such address is Frank Perez-Siam, Esquire.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.

  
Frank Perez-Siam, Registered Agent

ARTICLE VI. INCORPORATORS

The names and addresses of the subscribers signing these Articles, and the number of shares of stock that they agree to take is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>NO. OF SHARES</u> |
|-------------|----------------|----------------------|
|-------------|----------------|----------------------|

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 265 Sevilla Avenue, Coral Gables, Florida 33134.

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ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

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.

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ARTICLE X. INITIAL BOARD OF DIRECTORS

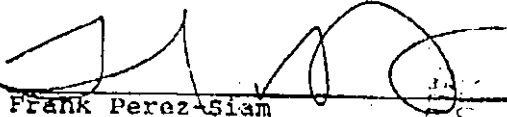
This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Jose L. Balerdi, President  
265 Sevilla Avenue  
Coral Gables, Fl. 33134

ARTICLE XI. AMENDMENT

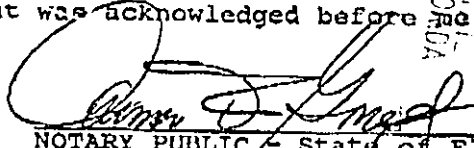
The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by Statute, and any or all rights conferred upon the Shareholders herein granted as subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 22<sup>nd</sup> day of September, 1995.

  
Frank Perez-Siam

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

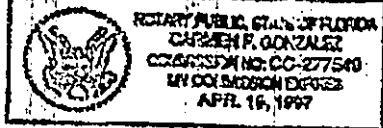
The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1995, by



NOTARY PUBLIC - State of Florida

Personally known                      OR Produced Identification                     

Type of Identification Produced                     



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