

P9600 0005343

LAW OFFICES  
WEINTRAUB & ROSEN  
SUITE 601  
3325 AVIATION AVENUE  
MIAMI, FLORIDA 33133

GREGORY A. MARTIN  
OF COUNSEL

TELEPHONE  
(305) 854-0400  
TELEFAX  
(305) 855-1838

January 11, 1996

Secretary of State  
Department of Incorporation  
George Firestone Building  
409 E. Gains Street  
Tallahassee, Florida 32399

RE: Incorporation of One Financial Group, Inc.

Please find enclosed an original and two copies, along with a check in the amount of \$122.50 for the incorporation and returned certified copy of the enclosed Articles of Incorporation.

you.

Sincerely,



Debbie G. Budde

400001683614  
-01/16/96--01047--006  
\*\*\*\*122.50 \*\*\*\*122.50

JAN 18 1996 BSB

FILED  
96 JAN 16 AM 8:45  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ONE FINANCIAL GROUP, INC.**

**FILED**

**96 JAN 16 AM 8:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **One Financial Group, Inc.**

**ARTICLE II**

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

**ARTICLE III**

The number of shares of stock authorized by the corporation is 10,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### **ARTICLE IV**

This corporation shall commence its existence effective as of January \_\_\_\_\_, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The street address and mailing address of the initial principal office of the corporation shall be 3225 Aviation Avenue, Suite 601, Miami, Florida 33133.

#### **ARTICLE VI**

The initial office of the registered agent of this corporation shall be at **Gregory A. Martin, Esq.** The initial registered agent at that address shall be 3225 Aviation Avenue, Suite 601, Miami, Florida 33133.

#### **ARTICLE VII**

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **ARTICLE VIII**

The names and addresses of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

Gregory A. Martin, Esq.  
3225 Aviation Avenue  
Suite 601  
Miami, Florida 33133

#### **ARTICLE IX**

The name and address of the Incorporator is

Gregory A. Martin, Esq.  
3225 Aviation Avenue  
Suite 601  
Miami, Florida 33133

#### **ARTICLE X**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### **ARTICLE XI**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### **ARTICLE XII**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation,

heroby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11<sup>th</sup> day of January, 1996.

Gregory A. Martin  
Incorporator

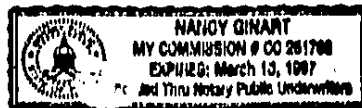
STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     ss.

BEFORE ME, the undersigned authority, personally appeared  
Gregory A. Martin, to me known to be the person  
described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 11th day of January 1996.

Nancy Ginart  
Notary Public Nancy Ginart  
State of Florida

My Commission Expires:



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

In compliance with the laws of Florida, the following is  
submitted:

First, that One Financial Group, Inc., desiring  
to organize under the laws of the State of Florida, has named  
Gregory A. Martin County  
of O. Dade, State of Florida, as its statutory Registered  
Agent.

Having been named the statutory Registered Agent of the above  
corporation at the place designated in this certificate, I hereby  
accept the same and agree to act in this capacity, and agree to  
comply with the provisions of Florida law relative to keeping the  
registered office open, and I accept the obligations of Section  
607.0501 Florida Statutes.

  
Gregory A. Martin  
Registered Agent

DATED this 11<sup>th</sup> day of January 1996.

FILED  
96 JAN 16 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000005343

NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132

TEL. (305) 373-4644

FAX. (305) 373-5744

April 9, 1996

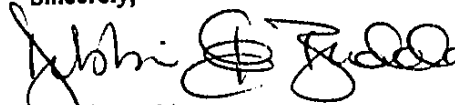
**By Federal Express**

Division of Corporation  
George Firestone Building  
409 East Gains Street  
Tallahassee, Florida 32399

RE: One Financial Group, Inc.

Enclosed, please find an original and two copies of our Articles of Amendment to Articles of Incorporation of One Financial Group, Inc., along with a check in the amount of \$35.00 made to the Department of State for processing. If there are any questions, please feel free to call. Thank you.

Sincerely,



Debbie Budde  
Secretary to Gregory A. Martin

\$35.00 CF  
enclosure

# 8.75 Cent

Amend

FILED  
96 JUN 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

900001775709  
-04/10/96--01084--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

900001775709  
-06/26/96--01092--007  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

VB JUN 24 1996





**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 16, 1996

**GREGORY A. MARTIN**  
**NEW WORLD TOWER**  
**100 N. BISCAYNE BLVD.**  
**MIAMI, FL 33132**

**SUBJECT: ONE FINANCIAL GROUP, INC.**  
**Ref. Number: P96000005343**

We have received your document for ONE FINANCIAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The attached form must be completed in order to file the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6909.

**Velma Shepard**  
Corporate Specialist

Letter Number: 996A00017590

DIVISION OF CORPORATIONS

96 MAY 28 AM 8:34

RECEIVED

LAW OFFICES

**GREGORY A. MARTIN**  
**& ASSOCIATES, P.A.**

NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
SUITE 601  
MIAMI, FLORIDA 33132  
TELEPHONE (305) 373-4644  
TELEFAX (305) 373-3744

May 21, 1996

The Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ONE FINANCIAL GROUP, INC.  
Ref. No. P96000005343

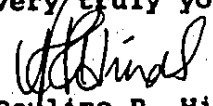
Dear Sir/Madam:

In connection with your letter of April 16, 1996, enclosed please find the Articles of Amendment to Articles of Incorporation on the above-referenced company, along with our check in the amount of \$43.75, which is the cost for filing the articles of amendment as well as to obtain a certificate of status.

At your convenience, please send us the certificate of status in the enclosed self-addressed, stamped envelope provided herein for your convenience.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

  
Pauline P. Hinds  
Legal Assistant

\pph



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 29, 1996

**GREGORY A. MARTIN**  
100 NO. BISCAYNE BLVD.  
MIAMI, FL 33132

**SUBJECT: ONE FINANCIAL GROUP, INC.**  
Ref. Number: P96000005343

We have received your document for ONE FINANCIAL GROUP, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

We are returning your check for \$43.75 to be replaced by one in the correct amount of \$8.75.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 196A00026836

RECEIVED  
6/1/96

LAW OFFICES

**GREGORY A. MARTIN**  
**& ASSOCIATES, P.A.**

NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
SUITE 601  
MIAMI, FLORIDA 33132  
TELEPHONE (305) 373-4644  
TELEFAX (305) 373-3744

June 20, 1996

Florida Department of State  
Division of Corporations  
ATTN: Velma Sheppard, Corporate Specialist  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Articles of Amendment to Articles of Incorporation of One Financial Group, Inc.

Dear Velma:

Per our conversation this morning, please find enclosed a check for \$8.75 for the remaining charges for the Articles of Amendment and the statement by the registered agent with his original signature.

Thank you for your assistance in this matter, and if there are any further discrepancies whatsoever, please do not hesitate to contact me.

Very truly yours,

*Diana C. Leake*

Diana C. Leake  
Legal Secretary to Gregory A. Martin

:dcl

Encls.

cc: Dr. Nicolas Muniz

*Rec'd 6/24*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**ONE FINANCIAL GROUP, INC.**

FILED  
96 JUN 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended added or deleted)

**ARTICLE V**

The street address and mailing address of the initial principal office of the corporation shall be 2555 Collins Avenue, PH-203, Miami Beach, Florida 33140.

**ARTICLE VI**

The <sup>NAME</sup> office of the registered agent of this corporation shall be at Dr. Nicolas Muniz. The registered agent address shall be 2555 Collins Avenue, PH-203, Miami Beach, Florida 33140.

**ARTICLE VIII**

The name and addresses of the two directors of the corporation, who shall hold office for the first year, shall be:

Olga Muniz & Nicolas Muniz  
2555 Collins Avenue, PH-203  
Miami Beach, Florida 33140

The names of the first officers of the corporation who shall hold office for the first year shall be:

President:	Olga Muniz
Vice President:	Nicolas Muniz
Treasurer:	Olga Muniz
Secretary:	Nicolas Muniz

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: April 2, 1996

**FOURTH:** Adoption of Amendment(s) (CHECK, ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14th of May, 1996.

Signature Nicolas Muniz  
NICOLAS MUNIZ, Vice-President/Secretary

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Nicolas Muniz  
Typed or printed name

Vice-President/Secretary/Director  
Title

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: Nicolas Muniz  
Dr. Nicolas Muniz,  
Registered Agent