

P96000017225
BAY POINT FINANCE COMPANY

February 7, 1995

Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300001712553
-02/12/95--01070--024
****122.50 ****122.50

Re: New Filing for Bay Point Finance Company.

Dear Madam/Sir:

Enclosed please find our original set of Articles of Incorporation along with our new corporation filing fee of \$122.50, which includes the cost of certified copy which shall be returned to the corporate address .

Thank you for your assistance.

Please call me at 576-7800 should you have any questions.

Very truly yours,

Leonardo O. Carreño

Leonardo O. Carreño

L. CARREÑO
4770 BISCAYNE BLVD, NO. 1100
MIAMI, FLA. 33149

TALLAHASSEE, FLORIDA

95 FEB 12 AM 11:49

FILED

SN FEB 15 1996

ARTICLES OF INCORPORATION

ARTICLE ONE

The name and corporate address of this corporation shall be

BAY POINT FINANCE COMPANY
SUITE 1100
4770 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this corporation shall be known as Common Stock.
- B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is 1,000.
- C. Par Value: Each share of Common Stock shall have the par value of One (\$1.00) Dollar.
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any consideration shall be conclusive.
- E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal at meeting of the stockholders of the Corporation.
- G. Cumulative Voting: No holder to Common Stock shall be entitled to any right of cumulative voting.

- H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitled to receive their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations, in the event of the liquidation or dissolution of this Corporation.
- J. The occurrences shown below shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of 51% of this Corporation's shareholders entitled to vote at the time of the proposal or occurrence.
1. Amendment of this Certificate of Incorporation.
 2. Sale, lease or exchange of this Corporation's property and assets, or of any property or assets essential to the business of this Corporation.
 3. Merger or consolidation of this Corporation into or with any other corporation.
 4. Voluntary dissolution of this Corporation.

ARTICLE FOUR

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: **Date of Filing.**

ARTICLE FIVE

The names and addresses of the initial director(s) are as follows:

LEONARDO O. CARREÑO

SUITE 1100
4770 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

ARTICLE SIX

The undersigned individual(s), United States residents competent to contract, execute this Certificate of Incorporation as its initial subscriber(s) and incorporator(s). The undersigned individual(s) shall hold office of director(s) until their successor(s) have qualified, following their election and appointment. The street address of such individual(s) in Florida of the Principal office of this Corporation. This Corporation shall change its Principal office at any time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of February, 1996.

Signature of Incorporator

Leonardo O. Carreno

LEONARDO O. CARRENO

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of February, 1996, by LEONARDO O. CARRENO, whom is personally known to me or has produced Personally Known as identification.

Witness my hand and official seal in the County and State last aforesaid this 7th day of February, 1996.

Manuel Alberto De la Fuente

NOTARY PUBLIC/STATE OF FLORIDA
Manuel Alberto De la Fuente

MANUEL ALBERTO DE LA FUENTE
Notary Public, State of Florida
My Comm. expires Apr 5, 1998
No. CC861271

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Leonardo O. Carreno

Leonardo O. Carreno
725 Ridgewood Road
Key Biscayne, FL. 33137
Date: 2-7-76

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56 FEB 12 AM 11:49
TALLAHASSEE, FLORIDA