

P96000015290

LAW OFFICE OF WAYNE ALLEN  
22783 South State Road 7  
Boca Raton, Florida 33428  
Phone: (407) 482-6618 / Fax: (407) 487-4322

FILED

96 FEB -5 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 1, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

EFFECTIVE DATE  
2-1-96

RE: GUARDIAN FINANCIAL GROUP, INC.

Gentlemen and/or Ladies:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50, made payable to the Secretary of State. The check represents the following:

\$ 35.00	Filing Fee
35.00	Registered Agent
52.50	Certified Copy of Articles

700001706437  
-02/05/96--01074--016  
\*\*\*\*122.50 \*\*\*\*122.50

\$122.50 Total

We would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a copy of the Articles of Incorporation to the undersigned as proof of same.

Your prompt cooperation in this matter is greatly appreciated.

W96-3030

706  
621

Very truly yours,

Wayne Allen, Esquire

WA/ww

cc: Mr. Lawrence A. Zolnowski (w/o enc.)

Enclosures: Articles of Incorporation, Original and One Copy,  
\$122.50 Check

2-19-96  
28



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1996

WAYNE ALLEN, ESQUIRE  
22783 SOUTH STATE ROAD 7  
BOCA RATON, FL 33428

SUBJECT: GUARDIAN FINANCIAL GROUP, INC.  
Ref. Number: W96000003030

We have received your document for GUARDIAN FINANCIAL GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You must list at least one incorporator with a complete business street address.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 496A00005795

ARTICLES OF INCORPORATION  
OF  
GUARDIAN FINANCIAL GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

GUARDIAN FINANCIAL GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is:

8251 N.W. 9th Court  
Plantation, FL 33324

ARTICLE III - DURATION

The Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. This date on which corporate existence shall begin is: February 1, 1996.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

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 500.

C. Par Value. Each share of Common Stock shall have the par value of \$1.00.

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 such 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 presented at meetings of the stockholders of the Corporation.

G. 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.

H. Liquidation Rights. Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 8251 N.W. 9th Court, Plantation, Florida 33324, and the initial registered agent of this Corporation at such address shall be Lawrence A. Zolnowski.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have initially one (1) director. The number of directors may be increased or decreased from time to time by vote of the shareholders but in no case shall the number be less than one (1) nor more than five (5) directors. The name(s) and address(es) of the initial Director(s) of this Corporation is (are):

Lawrence A. Zolnowski

8251 N.W. 9th Court  
Plantation, FL 33324

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law not subject to amendment or repeal by the directors.

#### ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1 day of February, 1996.

  
LAWRENCE A. ZOLNOWSKI, Incorporator

Address: 8251 N.W. 9th Court  
Plantation, FL 33324

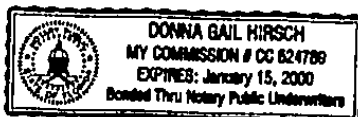
STATE OF FLORIDA )  
                          ) SS  
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Lawrence A. Zolnowski, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 1<sup>st</sup> day of February, 1996.

  
Notary Public, State of Florida  
At Large

My Commission Expires:



FILED

96 FEB -5 PM 1:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED  
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE  
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.0501, Florida Business Corporation Act,  
as amended, the following information is submitted:

First -- That GUARDIAN FINANCIAL GROUP, INC. desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation at City of  
Fort Lauderdale, County of Broward, State of Florida has named  
Lawrence A. Zolnowski as its Resident and Registered Agent, and  
8251 N.W. 9th Court, Plantation, Florida 33324 as its Resident and  
Registered Office.

Second -- That said Resident and Registered Agent, having been  
named to accept service of process for the above stated  
corporation, at the place designated as the Resident and Registered  
Office in this Certificate, hereby accepts to act in this capacity  
and agrees to comply with the provisions of said Act relative to  
keeping open said office.

By



Lawrence A. Zolnowski  
Resident and Registered Agent