

GOODMAN & WHITWORTH, P.A.  
ATTORNEYS AT LAW

P 960000 19937

February 28, 1996

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

FILED  
MAR -1 PM 6:37  
TALLAHASSEE, FLORIDA

Dear Sir or Madame:

700001728817  
-03/01/96--01091--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please find the enclosed Articles of Incorporation for Abbey National Investment Corporation. Also enclosed is check number 1443 (\$70.00), for fees to process the Articles.

If I can answer any questions regarding this matter, please call.

Sincerely,

  
Grant D. Whitworth, P.A.

F. CHESSEY MAR 5 1996

The undersigned incorporator, desiring to form a corporation for profit, under Florida Statutes Chapter 607.0101 et seq., hereby execute and acknowledge these

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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

*of*

## ABBHEY NATIONAL INVESTMENT CORPORATION

### ARTICLE I

The name of this corporation shall be Abbey National Investment Corporation.

### ARTICLE II

The principal office and mailing address of this corporation shall be

106 North Albany Ave.  
Tampa, Fl 33606

### ARTICLE III

This corporation is formed for the purpose of conducting any business or business transaction lawfully permitted by the Florida Business Corporation Act.

#### ARTICLE IV

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock, with a par value of \$10.00 per share, the consideration for which may be paid by money, property, or services as may be fixed by the board of directors from time to time.

#### ARTICLE V

The initial registered office of this corporation shall be located at 300 S. Hyde Park Ave., #250, Tampa, Florida, 33606, and the initial registered agent of this corporation shall be **Grant D. Whitworth, Esq.**, who is familiar with the obligations of that position and whose signature on these Articles constitutes his acceptance of that appointment. This corporation shall have the right to change such registered office and registered agent from time to time as provided by law.

#### ARTICLE VI

By-laws of this corporation may be adopted, altered, or amended by the directors or trustees at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles of Incorporation.

#### ARTICLE VII

This corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

#### ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

The incorporators of ABBEY NATIONAL INVESTMENT CORPORATION are:

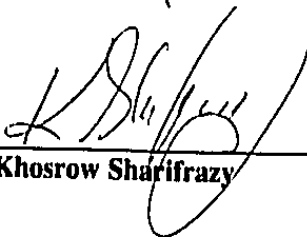
**Khosrow Sharifrazy,**

**Amir Shahriar Sharifrazy,**

**Amir Shahrokh Sharifrazy, and**

**Amir Shahin Sharifrazy, an undivided 25% each.**

Signed by the incorporator this 26th day of February, 1996.

  
Khosrow Sharifrazy

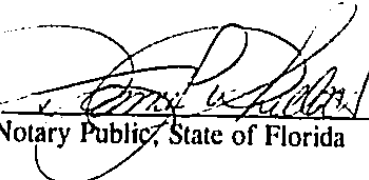
State of Florida  
County of Hillsborough

I HEREBY CERTIFY that before me this day, personally appeared **Khosrow Sharifrazy**, known to be the individuals described in the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purpose therein expressed and who presented Florida Driver's Licenses as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 26th day of February, 1996.



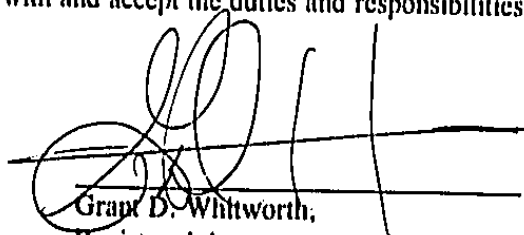
OFFICIAL SEAL  
DONNA LEA WHITLOCK  
My Commission Expires  
Feb. 18, 1997  
Comm. No. CC 260761

  
Notary Public, State of Florida

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TALLAHASSEE, FLORIDA

**REGISTERED AGENT'S ACCEPTANCE:**

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

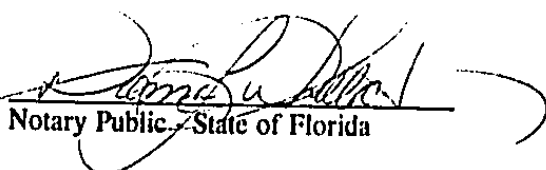
  
Grant D. Whitworth,  
Registered Agent

State of Florida  
County of Hillsborough

I HEREBY CERTIFY that before me on this day, personally appeared Grant D. Whitworth personally known to me and who acknowledged before me that he executed the registered agent's acceptance above.



OFFICIAL SEAL  
DONNA LEA WHITLOCK  
My Commission Expires  
Feb. 18, 1997  
Comm. No. CC 260761

  
Notary Public, State of Florida