

3/21/96

FLORIDA DIVISION OF CORPORATIONS

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((H9600004113))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H9600004113))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHWIND FINANCIAL GROUP, CORP.

FAX AUDIT NUMBER: H9600004113

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/21/1996

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** ENTER 'M' FOR MENU. **

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96 MAR 21 PM 5:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/28

FLORIDA DIVISION OF CORPORATIONS

96 MAR 21 PM 4:29

RECEIVED

ARTICLE OF INCORPORATION

OF

SOUTHWIND FINANCIAL GROUP, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SOUTHWIND FINANCIAL GROUP, CORP.

The principal place of business of this corporation shall be:

**10330 NW 36 PLACE
MIAMI, FL 33147**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

120 SHARES x \$10.00=\$1,200.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: Basic Accounting Service
692 West 29th St., Suite 9
Hialeah, FL 33012
(305) 887-4185

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):


* PATRIA M. NUNEZ 10330 NW 36 PL. MIAMI, FL 33147	DIRECTOR
*RAFAEL A. BEZANILLA 2027 SW 58 AVE MIAMI, FL 33155	DIRECTOR
* LINETH DEL CARMEN SOLIS 10330 NW 36 PL. MIAMI, FL 33147	DIRECTOR

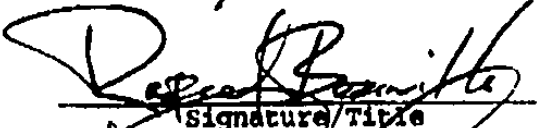
ARTICLE VI INCORPORATOR(S)

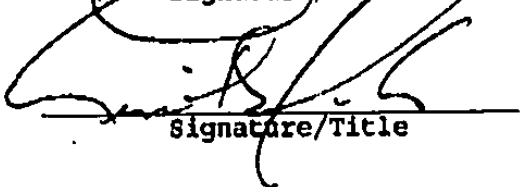
The name(s) and street address(es) of the Incorporator(s) to these Article of Incorporation is (are):

* PATRIA NUNEZ 10330 NW 36 PL. MIAMI, FL 33147	PRESIDENT(40 SHARES)
*RAFAEL A. BEZANILLA 2027 SW 58 AVE MIAMI, FL 33155	VICE-PRESIDENT (40 SHARES)
*LINETH DEL CARMEN SOLIS 10330 NW 36 PL. MAIMI, FL 33147	SECRETARY AND TREASURER (40 SHARES)

The undersigned has(have) executed these Article of Incorporation this 21 day of MARCH, 1996.

✓ 
Signature/Title


Signature/Title


Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOUTHWIND FINANCIAL
GROUP, CORP.

2. The name and address of the registered agent and office
is PATRIA M. NUNEZ
(Name)

10330 NW 36 PL.

(P. O. BOX NOT ACCEPTABLE)

MIAMI, FL 33147

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESI AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE MARCH 21, 1996

P96000025432

Change of Address Notification:

Company Name : Southwind Financial Group, Inc.

ID # 65-065155-9

Document # P96000025432

Former address : 10330 NW. 36 Pl.
Miami, FL 33147

Actual address : 142 W. 21st.
Hialeah, FL 33010

Date: 6/12/96

Signed by 

Title President

mtm

6.17.96

Armando Pardillo Law Offices, P.A.

1401 PONCE DE LEON BLVD
SUITE 202
CORAL GABLES, FLORIDA 33134-3007

TELEPHONE (305) 444-0100
FACSIMILE (305) 448-4375

P960000025432

September 16, 1996

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Filing Articles of Amendment
Southwind Financial Group, Inc.
Corp. No. P96000025432

3000001950418
-09/18/96--01056--003
*****35.00 *****35.00

Dear Sirs:

Enclosed you will find, original and copy of the Articles of Amendment for the above captioned corporation, along with a check for \$35.00 to cover the cost of said filing.

Sincerely yours,

M. Marie
Marie

Secretary to
Mr. Pardillo

Encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 SEP 18 PM 11:45

APPROVED
AND
FILED

[Handwritten signature/initials]

ARTICLES OF AMENDMENT

1 The following provisions of the Articles of Incorporation of SOUTHWIND FINANCIAL GROUP, CORP., a Florida corporation, filed in Tallahassee, on March 21, 1996, under document number P96000025432, be and they hereby are amended in the following particulars:

A Article V be and it hereby is amended to read as follows

ARTICLE V OFFICERS AND DIRECTORS

The names and street addresses of the Directors and Officers of the corporation until their successors are elected, are as follows

PATRIA M. NUNEZ
10330 N.W. 36 Place
Miami, Florida 33147

Director and President

ARMANDO BLANCO
142 West 21 Street
Hialeah, Florida 33010

Director and Vice President

LINETH DEL CARMEN SOLIS
10330 N.W. 36 Place
Miami, Florida 33147

Director, Secretary & Treasurer

2 The foregoing amendments were adopted by all of the Stockholders and Directors of the corporation on the 13, day of September, 1996.

3 The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 13, day of September, 1996

SOUTHWIND FINANCIAL GROUP, CORP.

By: 

PATRIA M. NUNEZ,
President

Attest: 

LINETH DEL CARMEN SOLIS,
Secretary

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13, day of September, 1996, by PATRIA M. NUNEZ, as President and LINETH DEL CARMEN SOLIS, as Secretary of SOUTHWIND FINANCIAL GROUP, CORP., a Florida corporation, on behalf of the corporation, who produced their Florida Driver's License as identification.

My Commission Expires:


Armando A. Pardillo
Notary Public

