



P96000041272

COMMONWEALTH MORTGAGE CORPORATION INTERNATIONAL

Telephone:  
(305) 566-2707 / 2708  
Fax: (305) 565-6793

Mailing Address:  
Box 8002  
Port Lauderdale, FL 33310

May 1, 1996

Secretary Of State  
Division Of Corporation  
49 East Gaines Street  
Tallahassee, Fl. 32399

Re: Legend International Construction Developers, Inc.  
General Auto Repair - Sales And Exports, Inc.

000001811710  
-05/07/96--01127--009  
\*\*\*\*123.50 \*\*\*\*123.50

Dear Sirs:

Enclosed is cheque # 133541 dated February 13, 1996, and in the amount of One Hundred And Twenty-Three Dollars And Fifty Cents (\$123.50) made out to Secretary Of State:- Div. Of Corporation to cover registration fee in respect of Legend Construction Developers, Inc., and cheque #1352 dated May 1, 1996, and in the amount of One Hundred And Twenty-Two Dollars And Fifty Cents (\$122.50) made out to Secretary Of State:- Div. Of Corporation to cover registration fee in respect of General Auto Repair - Sales And Exports, Inc.

As soon as the registrations are completed, please forward our copies to the below stated address:

C/o Dr. Allan S. G. Voce  
Commonwealth Mortgage Corporation International  
1925 N.E. 45 Street,  
Suite 234  
Fort Lauderdale, Fl. 33308.

FILED  
95 MAY 14 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Yours faithfully,

  
Dr. Allan S. G. Voce  
Chief Executive Officer  
Commonwealth Mortgage Corporation International



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 19, 1996

ALLAN G.S. VOCE  
P.O. BOX 8002  
FORT LAUDERDALE, FL 33310

SUBJECT: LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC.  
Ref. Number: W96000003726

We have received your document for LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC. and check(s) totaling \$123.50. However, your check(s) and document are being returned for the following:

The corporate name must be identical throughout the document.

The subscriber listed in Article VII must sign the document. The person signing is Jacqueline P. Graham. Please make this correction.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 396A00007160

DR. ALLAN G. S. VOCE, PH.D.L.L.D.D.D.

February 15, 1996.

Doris McDuffie  
Florida Division of Corporation  
409E Gaines Street  
Florida, 33399.

Dear Madam,

Kindly acknowledge the undermentioned Corporations for registration:

1. Legend International Construction / Developers, Inc.
2. Diamond Realty & Investment International Inc.
3. General Auto Repair - Sales & Export Inc.

Please also observe that Money Order in the amount of \$122.50 is herewith enclosed, which represents registration fee for Legend International Construction / Developers, Inc., personal cheque in the amount of \$122.50 for Diamond Realty & Investment International Inc., and thirdly General Auto Repair - Sales and Export Inc. Correction has been done regarding the name of General Auto Repair - Sales, funds which you have on hold in respect of the final registration.

Kindly return copies of all Corporations addressed to me at :  
P.O. Box 8002  
Fort Lauderdale,  
Florida, 33310.

*W96-3726*

Sincerely,  
.....  
Allan G. S. Voce  
AGSV/md

*524 5  
308, 509, 634, 671*

FILED

96 MAY 14 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC.**

The undersigned Subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

**ARTICLE (I)**

**NAME OF CORPORATION**

The name of this Corporation shall be:  
**LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC.**  
Situatd at : 3601 S.W. 2nd Street, Fort Lauderdale, Florida 33312

**ARTICLE (II)**

**PURPOSES**

The purpose for which the Corporation is formed, and the business and objectives to be carried out on and promoted by it is:- To transact any or all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE (III)**

**CAPITAL STOCK**

The maximum number of shares that this Corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$1.00.

**ARTICLE (IV)**

**TERM OF EXISTENCE**

**This Corporation shall have perpetual existence.**

**ARTICLE (V)**

**PRINCIPAL OFFICE, REGISTERED OFFICE AND MAILING ADDRESS**

**The Principal Office and Registered Office of this Corporation shall be located at 3601 S.W. 2nd Street, Fort Lauderdale, Florida 33312, or such place as the Board of Directors shall from time to time direct, with appropriate notice given to the Secretary of State in accordance with the law. The address of the Principal Office, Registered Office and Mailing address is the same.**

**ARTICLE (VI)**

**REGISTERED AGENT**

**The name of the Registered Agent for this Corporation is Vincent L. Graham, or such other person as the Board of Directors shall from time to time direct. The street address of the Registered Agent is 3601 S.W. 2nd Street, Fort Lauderdale, Florida 33312. 3601 S.W. 2nd Street, Ft. Lauderdale, Fl. 33312.**

**ARTICLE (VII)**

**SUBSCRIBER**

**The name and street address of the Subscriber to these Articles of Incorporation is Jacqueline P. Graham, 3601 S.W. 2nd Street, Ft. Lauderdale, Fl. 33312.**



**ARTICLE (IX) (CONTINUED)**

**SPECIAL PROVISIO (CONTINUED)**

approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent is in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate Records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate of governmental agency of any state, country, or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said shareholders of wherever a greater vote is required by law or in the By-Laws of that vote.

**ARTICLE (X)**

**INSPECTION OF THE BOOKS**

The Corporation shall from time to time determine whether and to what extent, and at what time and place, and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders, and no shareholder shall have any right of inspecting any account, book or document of this Corporation, except as conferred by statutes unless authorized by a resolution of the shareholders or by the Board of Directors.

## ARTICLE (XI)

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and every Director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be part of or in which he may become involved by reason of his being or having been an Officer or Director of the Corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The foregoing rights or indemnification shall be addition to and not exclusive to all other rights to which such Officer or Director may be entitled.

## ARTICLE (XII)

### TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors of any exclusive committee designated by the Board of Directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or Executive Committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other person is used.

## ARTICLE (XIII)

### AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.



IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale,  
County of Broward, State of Florida, this 26 day of April, 1996.


  
Jacqueline P. Graham  
Subscriber


  
Vincent L. Graham  
Registered Agent

STATE OF FLORIDA        )  
  ) ss  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, this day personally appeared Jacqueline P. Graham, and Vincent L. Graham to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation of LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC., and they have acknowledged before me that they signed and executed the same for the purposes therein expressed. *Presented Florida Drivers License*

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 26th day of April 1996:

  
NOTARY PUBLIC *Amelia F. Feeley*  
State of Florida

 AMELIA F. FEELEY  
MY COMMISSION # CC358021 EXPIRES  
March 20, 1998  
BONDED THRU TROY FAH INSURANCE, INC.

**CERTIFICATE OF ACCEPTING DESIGNATION AS  
REGISTERED AGENT**

**FILED**

96 MAY 14 PM 2:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**I HEREBY CERTIFY that I have accepted the designation as Registered Agent of  
LEGEND INTERNATIONAL CONSTRUCTION DEVELOPERS, INC. and agree to  
serve as its Agent to accept service of process within the State at its Registered Office.**



**Vincent L. Graham  
Registered Agent**