

JUN 18 1996 TUE 2:56

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6/18/96

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.
9400 S DADELAND BLVD
SUITE 600
MIAMI FL 33156-
CONTACT: MARY W KURLANSIK
PHONE: (305) 670-0201
FAX: (305) 670-6152

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TOTAL TELLER, INC.
FAX AUDIT NUMBER: H96000000484
DATE REQUESTED: 06/18/1996
CERTIFIED COPIES: 1
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METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 102450002676

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
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FILED
96 JUN 18 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

596A-36181

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96 JUN 18 AM 10:34
DIVISION OF CORPORATIONS

JUN-10-76 TUE 2 156
H96000000404

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JUN 18 12 11:52
SECRET
FBI - MIAMI

ARTICLES OF INCORPORATION

RE

TOTAL TELLER, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

EFFECTIVE DATE
6-14-76

ARTICLE I

The name of this corporation shall be TOTAL TELLER, INC. and the initial address of this corporation shall be 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
5,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

This instrument prepared by:
Alan R. Chase, Esquire - FBN 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE IV

This corporation shall be effective as of the 14th day of June, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be MICHELE HANFT.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

MICHELE HANFT
10800 Biscayne Boulevard, Suite 600
North Miami, Florida 33161

ARTICLE VIII

The name and address of the Incorporator is MICHELE HANFT, 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall

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have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14 day of June, 1996.


MICHELE HANFT
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that TOTAL TELLER, INC., desiring to organize under the laws of the State of Florida, has named MICHELE HANFT, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


MICHELE HANFT
Registered Agent

DATED: this 14 day of
June, 1996.

FILED
96 JUN 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10/02/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:02 PM

((H96000013853 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.
CONTACT: MARY W KURLANSIK
PHONE: (305)670-0201

ACCT#: 102450002676

FAX #: (305)670-6152

NAME: TOTAL TELLER, INC.

AUDIT NUMBER.....H96000013853

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

00574 00524, 00671

The Corporation was incorporated
on 6/18/96.

*Congress
Lunde*

DIVISION OF CORPORATIONS

96 OCT -2 PM 3:30

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FILED
96 OCT -3 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~H96-20874~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

October 3, 1996

TOTAL TELLER, INC.
10800 BISCAYNE BLVD.
SUITE 600
NORTH MIAMI, FL 33161

SUBJECT: TOTAL TELLER, INC.
REF: P96000081776

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporation was incorporated on June 18, 1996. Please correct 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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Adv. #: 896000013853
Letter Number: 096A00045200

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96 OCT -3 AM 10:07

RECEIVED

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

796000013853

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TOTAL TELLER, INC.**

FILED
96 OCT -3 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By unanimous vote of the Board of Directors and Shareholders of Total Teller, Inc., a Florida corporation, originally incorporated on June 18, 1996, Document Number P96000051776, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1009 and 607.1006, amend the existing Articles of Incorporation, in the following respect:

ARTICLE I is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE I

The name of this Corporation is Total Teller Holding, Inc. and the address of this corporation is 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161.

The foregoing Amendment was adopted by all of the Directors and Shareholders of this Corporation, by Corporate Consent of Board of Directors and Stockholders in lieu of Joint Meeting, on the 2 day of October, 1996.

DATED AT Miami, Florida, this 2 day of October, 1996.

By: 
RICHARD MILITELLO, President

Attest: 
JEFFREY HANFT, Secretary

This instrument prepared by:
Alan R. Chase, Esquire - FBN 205478
Cohen, Chase & Hoffman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33131
(305) 670-0201

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