

07/03/1996

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LLOYD GRANET E-FILE

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: LLOYD GRANET

DEPARTMENT OF STATE

5200 TOWN CENTER CIRCLE

STATE OF FLORIDA

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409 EAST GAINES STREET

BOCA RATON FL 33486- 0

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: PARKER/WAINSHAL CAPITAL CORP.

FAX AUDIT NUMBER: H96000009282

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/03/1996

TIME REQUESTED: 12:10:52

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER:

074632001025

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1996

LLOYD GRANET

BOCA RATON, FL

SUBJECT: PARKER/HAINSBAL CAPITAL CORP.
REF: W96000014083

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

PREPARER'S INFORMATION IS NOT ILLEGIBLE, PLEASE RE-FAX.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

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VIA FACSIMILE (904) 922-4000

July 8, 1996

Ms. Loria Poole
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Jeffrey A. Parker & Associates, Inc.
Parker/Wainahal Capital Corp.

Dear Ms. Poole:

Attached please find the Articles of Incorporation for the above Corporations with the additional information that you requested. Please be advised that my clients prepared these documents themselves and we filed the documents, as a courtesy we inserted our law office information so you could reach us if you had any questions. We regret that we did not include the information that you require. Thus we respectfully request that the formation date be as of July 3, 1996.

If you have any questions, please do not hesitate to contact me.

Yours truly,


Lloyd Granet

LG/ma
enclosures
wainahal/encs.708

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**ARTICLES OF INCORPORATION
OF
Parker/Wainshal Capital Corp.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Parker/Wainshal Capital Corp.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 13753 N.W. 22nd Place, Sunrise, Florida 33323.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 (one dollar and no/100).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent whose business office is identical to the registered office is: Ron Wainshal.

The address of the registered office of the corporation is 13753 N.W. 22nd Place, Sunrise, Florida 33323.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE V. BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address are:

Ron Wainshal, 13753 N.W. 22nd Place, Sunrise, Florida 33323

Jeffrey A. Parker, 3 West Lenox Street, Chevy Chase, Maryland 20815

Susan H. Parker, 3 West Lenox Street, Chevy Chase, Maryland 20815

BAE #525431
Lloyd Grant, Esq.
8200 Town Cir. Cir. #301
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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until he/she resigns or her successor is elected or appointed and qualified, whichever occurs first.

ARTICLE VII. NATURE OF BUSINESS

The Corporation is organized for the purpose of providing strategic and financial advisory services to clients primarily in the transportation industry and all other purposes permitted by law.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Ron Wainshal, 13753 N.W. 22nd Place, Sunrise, Florida 33323.

ARTICLE IX. AMENDMENT

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

In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.

Ron Wainshal
Incorporator

7/3/96
Date

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Ron Wainshal, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to these Articles of Incorporation on the date set out above.



MARK ABRAMOWITZ
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION EXPIRES 12/31/98
SIGNED TRUE COPY FOR RECORD, ETC.

Mark Abramowitz
Notary Public State of Florida
at Large
Commission expiration:
(Notary Seal)

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

Pursuant to the provisions of section 607.0501, 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: Parker/Wainshal Capital Corp.
2. The name and address of the registered agent and office is:

Ron Wainshal
13753 N.W. 22nd Place, Sunrise, Florida 33323

SIGNATURE: _____

Ron Wainshal

TITLE: IncorporatorDATE: 7/3/96

HAVING BEEN NAMED AS REGISTERED AGENT 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Ron Wainshal

DATE: 7/3/96

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