A9600005	7836
CAPITOL SERVICES d/b/n PARALEGAL & ATTORNEY SERVICE BUREAU, INC	
(Requestor's Name) 1406 Hoys Street, Suite 2 (Address) Tallahassee, FL 32301 (904) 656-3992 (City, State, Zip) (Phone #)	OFFICE USE ONLY

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	1. BLC FUNION	ME(S) & DOCUMENTNUME	****122.50 *****122.50	
	•	Ion Name)	(Document#)	
	3. (Corporation Name) 4.		(Document #)	
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V	NEW FILINGS	AMENDMENTS		
A	NonProfit	Amendment Resignation of R.A., Officer/	Director	
	Limited Liability	Change of Registered Agent	Director JUL 10 MHH :	
	Domestication	Dissolution/Withdrawal		
	Other	Merger	Forther and the second	•
	OTHER FILINGS	REGISTRATION/	410X	
	Annual Report	Foreign	· · · · · · · · · · · · · · · · · · ·	
	Fictitious Name	Limited Partnership		•.
	Name Reservation	Reinstatement	D. BROWN JUL 1 0 1996	· · ·
	•	Trademark	Examiner's Initials	·
	CD3C031/30/091	Other		

## ARTICLES OF INCORPORATION OF BLC FINANCIAL NETWORK OF FLORIDA, INC.

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

> FIRST: The name of the corporation is: BLC FINANCIAL NETWORK OF FLORIDA, INC.

SECOND: The purpose of the corporation is to engage in any lawful a \_ or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

Class	Number of Shares	<u>Par Valuo</u>
COMMON	60	NO PAR VALUE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 801 N.E. 167th Street, Suite 300, in the City of North Miami Beach, County of Dade, State of Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The name and address of the incorporators are as follows:

NAME

## ADDRESS

 Ray A. Barr
 10 Bank Street

 White Plains, New York 10606

 Mark Skubicki
 10 Bank Street

10 Bank Street White Plains, New York 10606 BIXTH: The number of directors constituting the initial Board of Directors is two (2); and the name and address of the initial Board of Directors, to serve until the first annual meeting of shareholders, or until the successors are elected and qualify, are as follows:

NVWIE	<u>RDUREBE</u>	
Ray A. Barr	10 Hank Street White Plains, New York 10506	
Mark Bkubicki	10 Bank Street White Plains, New York 10606	

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, saftey, or property.

IN WITNESS WHEREOF, the undersigned have this minth def of July. 1996 made and subscribed theme Articles of Incorporation at New York, New York for the uses and purposes aforesaid.

BAY N 30. SEAL) Bar Kay Mark Skubicki

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STATE OF NEW YORK ) ) BE 1 COUNTY OF NEW YORK )

Be it remembered that on this ninth day of July, 1996, personally came before me, a Notary Public in and for the County and State aforesaid, Ray A. Barr and Mark Skubicki, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.

Maria R. Fischetti, Notary Public

MARIA R. FISCHETTI Notary Public, State of New York Nr. 01714914402 Ousiding in Duceas County Certificate Filing in New York & Westchers Continues on New York & Westchers

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## ACCEPTANCE AS REGISTERED AGENT



OF

BLC FINANCIAL NETWORK OF FLORIDA, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 9, 1996

UNITED CORPORT SERVICES, INC. BAY A Ray A. Barr resident

Registered Office Address:

801 Northeast 167th Street - Suite 300 North Miami Beach, Florida 33162

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