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9/19/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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NAME: DIVERSIFIED CAPITAL HOLDINGS
AUDIT NUMBER.....H96000013131
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 4
DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

H96000013131 3

OF

DIVERSIFIED CAPITAL HOLDINGS INCORPORATED

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **DIVERSIFIED CAPITAL HOLDINGS INCORPORATED.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2501 East Commercial Boulevard, Suite 210, Fort Lauderdale, Florida 33308.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H96000013131 3

ROXANNE K. BEILLY, ESQ., FL BAR # 851450
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (954) 763-1200

096000013131 3

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Twenty Five Million (25,000,000) shares of common stock, par value \$.01 per share, and One Million (1,000,000) shares of Preferred Stock having a par value of \$.01 per share. Series of the Preferred Stock may be created from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
c/o Atlas, Pearlman, Trop & Berkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, FL 33301

096000013131 3

H96000013131 3

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Marco D'Alonzo, 2501 East Commercial Boulevard, Suite 210, Fort Lauderdale, Florida 33308

**ARTICLE VIII
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX
AFFILIATED TRANSACTIONS**

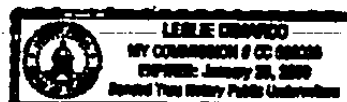
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 17th day of September, 1996.

Marco D'Alonzo
Marco D'Alonzo, Incorporator

Leslie Dimarco Spt. 17, 1996

H96000013131 3



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Marco D'Alonzo is personally known to me

H96000013131 3

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

DIVERSIFIED CAPITAL HOLDINGS INCORPORATED, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2501 East Commercial Boulevard, Suite 210, Fort Lauderdale, Florida 33308 has named South Florida Registered Agents, Inc. c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation


Beverly F. Bryan, President

H96000013131 3

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