

P96000081900

10/02/96

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A. ACCT#: 102450002676
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NAME: TOTAL TELLER, INC.
AUDIT NUMBER.....H96000013854
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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**ARTICLES OF INCORPORATION
OF
TOTAL TELLER, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Total Teller, Inc.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation, provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
5,000,000	0.1¢	Common Stock
1,000,000	0.1¢	Preferred Stock

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

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.

In the event of the winding up of the affairs of the corporation, the holders of each preferred share shall be entitled to receive the sum of five dollars (\$5.00) plus any unpaid current dividends thereon before any payment to the holders of the common shares of the corporation.

The holder of each share of the outstanding preferred shares of the corporation shall have the right at any time on or before the earlier of which is five (5) years after the date of filing these Articles of Incorporation or the date of an initial public offering of equity of the corporation, to surrender the certificate evidencing such shares and receive, in lieu and in conversion thereof and in lieu of any unpaid dividends theretofore accrued, a certificate evidencing the following number of common shares of the corporation for each preferred share of the corporation so surrendered: (a) if no shares have been issued pursuant to a subscription of shares, whether to new or existing shareholders, one common share, or (b) if such shares have been issued, a number of common shares equal to the greater of one (1) or a fraction, the numerator of which is (x) \$6, if such most recent issue occurred during the first twelve month period after the date of filing of these Articles of Incorporation, (y) \$7.20, if such most recent issue occurred during the second twelve month period after the date of filing of these Articles of Incorporation, or (z) \$8.64, if such most recent issue occurred thereafter, and the denominator of which is the price per share of the most recent such equity issue. The preferred shares so exchanged and converted shall not be reissued by the corporation.

In the event that the corporation shall at any time prior to such conversion either (a) subdivide the outstanding common shares into a greater number of shares, (b) combine the outstanding common shares into a smaller number of shares, (c) change the outstanding common shares into the same or a given number of shares of any other class or classes of shares, (d) declare on or in respect to the common shares a dividend payable in shares or other securities of the corporation, or (e) offer to the holders of common shares any rights to subscribe for shares or for other securities of the corporation, then the holders of the preferred shares shall be entitled, as the case may be, to receive the same number of common shares or shares of any other class or classes of shares or other securities of the corporation, or shall be entitled to subscribe for and purchase at the same price that the shares or securities are offered to holders of common shares, the number of such shares or the amount of such securities as will represent the same proportion of the outstanding common shares prior to such increase or decrease as they would have been entitled to receive or subscribe for, as the case may be, had they been holders of the number of common shares into which their preferred shares were convertible on the record date for any such dividend or subscription.

In the event the corporation at any time while any of the preferred shares are outstanding shall be consolidated with or merged into any other corporation or

corporations, or shall sell or lease all or substantially all of its property and business as an entirety, lawful provision shall be made as part of the terms of such consolidation, merger, sale or lease that the holder of any preferred shares may thereafter receive in lieu of such common shares otherwise issuable to him upon conversion of his preferred shares, but at the conversion rate which would otherwise be in effect at the time of conversion as hereinbefore provided, the same kind and amount of securities or assets as may be issuable, distributable, or payable upon such consolidation, merger, sale or lease, with respect to the common shares of the corporation.

The holders of the outstanding preferred shares of the corporation shall be entitled to cast one vote per share held by them at all meetings of the shareholders of the corporation.

Subject to preferences, qualifications, limitations, voting rights, and restrictions with respect to each class of the authorized shares of the corporation having any preference or priority over the common shares, the holders of the common shares shall have and possess all rights appertaining to authorized shares of the corporation.

The rights of the holders of the outstanding preferred shares of the corporation to any dividends declared by the Board of Directors shall be equal to the rights of the holders of the outstanding common shares of the corporation.

Cumulative voting for directors will apply to this corporation.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The corporation shall provide notice of such right and sale in the same manner as notice of meetings of shareholders but not less than fifteen (15) days prior to the date of such sale.

ARTICLE VI - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are Jeffrey Hanft, 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial directors of this corporation shall be Jeffrey Hanft and Richard Militello.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is Jeffrey Hanft, 10800 Biscayne Boulevard, Suite 600, North Miami, Florida 33161.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of October, 1996.

Incorporator:


JEFFREY HANFT

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:


JEFFREY HANFT

96 OCT 2 PM 1:41
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TALLAHASSEE, FLORIDA

Total Teller, Inc.

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Florida Department of State
Annual Reports Section
Tallahassee, FL 32302

Dear Vendor;

Total Teller, Inc. is writing this letter to advise you of our address and phone number change effective immediately the new info is.

1625 NORTH COMMERCE PARKWAY
SUITE 200
WESTON, FL 33326

(954) 389-4475
(954) 389-4465- FAX

THANK YOU;

TOTAL TELLER

JB
926-07