

P97000004339

**MAY, MEACHAM & DAVELL**

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS  
NATIONSBANK TOWER, SUITE 2602  
ONE FINANCIAL PLAZA

FORT LAUDERDALE, FLORIDA 33394-1697

PAUL M. MAY  
ROBERT C. MEACHAM  
WILLIAM C. DAVELL  
DAVID MARSHALL BROWN\*

\*ALSO ADMITTED IN GEORGIA

FORT LAUDERDALE (954) 763-6006  
MIAMI (305) 944-6291  
TELEFAX (954) 764-5367

January 7, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

700002051147--6  
-01/08/97--01101--005  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation for **BankAtlantic Factors Inc.**  
Our File #97-1000

Gentlemen and/or Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for **BankAtlantic Factors Inc.**, along with our check in the amount of \$122.50, representing the filing fee, etc. Also enclosed please find the Designation of Registered Agent.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,

*Paul M. May*

PAUL M. MAY  
For the Firm

PMM/pb

Enclosures

FEDERAL EXPRESS

cc: Jack Furman, Esq.

*Dmc*  
*1-15-97*

**FILED**  
97 JAN -8 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BANKATLANTIC FACTORS INC.**

**FILED**  
97 JAN -8 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is BankAtlantic Factors Inc.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation is 1750 East Sunrise Blvd., Fort Lauderdale, Florida 33304.

**ARTICLE III - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States, including, but not limited to, the general business of financing and factoring on a secured and on a recourse and nonrecourse basis.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this corporation are:

Jack A. Furman	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304
----------------	---

## **ARTICLE VII - 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 bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Alan B. Levan	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304
Frank V. Greico	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304

## **ARTICLE VIII - INCORPORATORS**

The names and addresses of the officers and incorporators are:

Alan B. Levan President	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304
James C. Spector Executive Vice President	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304
Jean Carvalho Secretary	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304
Jasper Eanes Treasurer	1750 East Sunrise Blvd. Ft. Lauderdale, FL 33304

## **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors.

## ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

## ARTICLE XI - INDEMNIFICATION


This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


## ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27<sup>th</sup> day of January, 1997.

  
ALAN B. LEVAN, PRESIDENT

  
JAMES C. SPECTOR, EXECUTIVE  
VICE PRESIDENT

  
JEAN CARVALHO, SECRETARY

  
JASPER EANES, TREASURER

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, this day personally appeared **ALAN B. LEVAN**, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 7<sup>th</sup> day of January, 1997 by **ALAN B. LEVAN**, who is personally known to me or who produced the following identification \_\_\_\_\_.

Mary U. Tracey  
Notary Public, State of Florida

My Commission Expires:



MARY U. TRACEY  
MY COMMISSION # CC362113 EXPIRES  
March 27, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, this day personally appeared **JAMES C. SPECTOR**, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 7<sup>th</sup> day of January, 1997 by **JAMES C. SPECTOR**, who is personally known to me or who produced the following identification \_\_\_\_\_.

Mary U. Tracey  
Notary Public, State of Florida

My Commission Expires:



MARY U. TRACEY  
MY COMMISSION # CC362113 EXPIRES  
March 27, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, this day personally appeared **JEAN CARVALHO**, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 7<sup>th</sup> day of January, 1997 by **JEAN CARVALHO**, who is personally known to me or who produced the following identification \_\_\_\_\_.

Mary U. Tracey  
Notary Public, State of Florida

My Commission Expires:



MARY U. TRACEY  
MY COMMISSION # CC362113 EXPIRES  
March 27, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, this day personally appeared **JASPER EANES**, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 7<sup>th</sup> day of January, 1997 by **JASPER EANES**, who is personally known to me or who produced the following identification \_\_\_\_\_.

Mary U. Tracey  
Notary Public, State of Florida

My Commission Expires:



MARY U. TRACEY  
MY COMMISSION # CC362113 EXPIRES  
March 27, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION OF REGISTERED AGENT**

**FILED**


(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

97 JAN -8 PM 3:23

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That **BANKATLANTIC FACTORS INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named Jack A. Furman, 1750 East Sunrise Blvd., Fort Lauderdale, Florida 33304, as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
JACK A. FURMAN  
Registered Agent