

P97000007460



ACCOUNT NO. : 072100000032

REFERENCE : 235279 7101661

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 24, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 235279-005

CUSTOMER NO: 7101661

CUSTOMER: Jay D. Schwartz, Esq
JAY D. SCHWARTZ, P A

Suite 609
19495 Biscayne Boulevard
Aventura, FL 33180-2320

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-01/24/97--01072--022
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FILED
97 JAN 24 AM 10:39
SEC
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GAMPEL FINANCIAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

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97 JAN 24 AM 11:42
DIVISION OF CORPORATION

KR
1.27.97

**ARTICLES OF INCORPORATION
OF
GAMPEL FINANCIAL CORPORATION**

97 FILED
JAN 24 AM 10:39
SECRET
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

GAMPEL FINANCIAL CORPORATION

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**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 at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation are: One Turnberry Place, Suite 906, 19495 Biscayne Boulevard, Aventura, FL 33180.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of this corporation are: Jay D. Schwartz, Esq., One Turnberry Place, Suite 609, 19495 Biscayne Boulevard, Aventura, FL 33180.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one.

The name of the Director is:

HARRY GAMPEL

The address of the Director is: One Turnberry Place, Suite 906, 19495 Biscayne Boulevard, Aventura, FL 33180.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Sole Incorporator is JAY D. SCHWARTZ, whose address is One Turnberry Place, Suite 609, 19495 Biscayne Boulevard, Aventura, FL 33180.

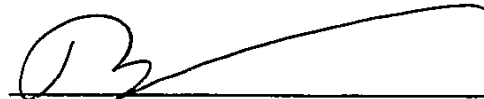
ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI
AMENDMENTS

The right to amend or repeal any provision contained in these Articles of Incorporation is reserved to the Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of January, 1997.

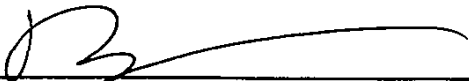
A handwritten signature in black ink, appearing to read 'J.D. Schwartz', is written over a horizontal line.

JAY D. SCHWARTZ, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 23 DAY OF January, 19 97.



JAY D. SCHWARTZ

FINAL 01/23/97 fjs
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