

P97000009006

TRANSMITTAL LETTER

December 20, 1996

Department Of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

EFFECTIVE DATE  
1-21-97

200002038922--5  
-12/27/96--01035--013  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: The Financial Solution, Inc. OF SOUTH FLORIDA, INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

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FROM The Financial Solution, Inc.  
7096 Woodmont Ave.  
Tamarac, Fl. 33321  
(954) 721-9629

FILED  
97 JAN 28 AM 8:16  
TALLAHASSEE, FLORIDA

W-27299  
KR 12-31



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

FILED  
97 JAN 28 AM 8:16  
SEC. TALLAHASSEE, FLORIDA

December 31, 1996

STEWART BOGATZ  
7096 WOODMONT AVE  
TAMARAC, FL 33321

SUBJECT: THE FINANCIAL SOLUTION, INC.  
Ref. Number: W96000027299

We have received your document for THE FINANCIAL SOLUTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 296A00057853

FILED  
1-21-97

**ARTICLES OF INCORPORATION  
OF  
THE FINANCIAL SOLUTION OF SOUTH FLORIDA, INC.**

FILED  
97 JAN 28 AM 8:16  
SECRET  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is THE FINANCIAL SOLUTION of SOUTH FLORIDA , INC.

**ARTICLE II . PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:  
7096 WOODMONT, AVE.  
TAMARAC, FL. 33321

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

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V. TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of the articles of incorporation provided the articles are filed by the Department of State within five (5) days thereof.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida Shall be:

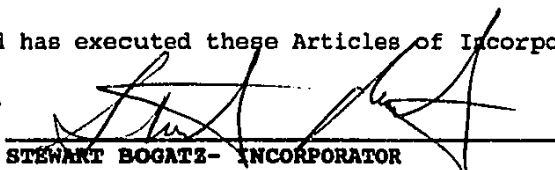
STEWART BOGATZ  
7096 WOODMONT AVE.  
TAMARAC, FL. 33321

**ARTICLE VII. INCORPORATOR**

The name and street of the incorporator to these Articles of Incorporation is:

Stewart Bogatz  
7096 Woodmont Ave.  
Tamarac, Fl. 33321

The undersigned has executed these Articles of Incorporation this  
21<sup>st</sup> day of JANUARY 1997.

  
STEWART BOGATZ- INCORPORATOR

**ARTICLE VII. AMENDMENT**

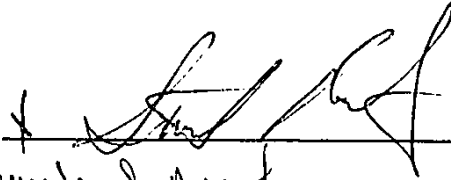
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, stockholders, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
The Financial Solution of South Florida, Inc.
2. The name and address of the registered agent and office is:  
Stewart Bogarz  
7096 Woodmont Ave.  
Tamarac, Fl. 33321

Signature: 

Title: Registered Agent

Date: 1/21/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance on my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Date: 1/21/97

FILED  
97 JAN 28 AM 8:16  
TALLAHASSEE, FLORIDA

**SINGER AND ZANE, P.A.**

**NORTHPOINT CORPORATE CENTER  
701 NORTHPOINT PARKWAY  
SUITE 330**

**WEST PALM BEACH, FLORIDA 33407**

**TELEPHONE (561) 471-1002  
NATIONWIDE (800) 226-1484  
TELEFAX (561) 471-5777**

**JEFFREY P. ZANE  
MICHAEL S. SINGER, J.D., LL.M.**

**\*MEMBER OF  
FLORIDA & NEW YORK BAR**

**MIAMI OFFICE  
1570 MADRUGA AVENUE  
PENTHOUSE ONE  
CORAL GABLES, FLORIDA 33146  
TELEPHONE (305) 662-7072  
TELEFAX (305) 665-1229**

**REPLY TO:  
WEST PALM BEACH**

January 23, 1997

**VIA AIR MAIL**

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Rosemark International, Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

6000002060345-1  
-01/24/97-00108-0002  
\*\*\*\*122.50 \*\*\*\*122.50

Please return the certified copy to our office. Thank you for your attention to this matter. Should have any questions, please do not hesitate to contact our office.

Very truly yours,

*Patti K. Babka*

Patti K. Babka,  
Legal Assistant

Enclosures as Stated

*1/30*

RECEIVED  
STATE  
TALLAHASSEE  
FEB 11 1997

97 JAN 24 AM 8:22

FILED

**ARTICLES OF INCORPORATION  
OF  
ROSEMARK INTERNATIONAL, INC.**

97 JAN 24 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

The undersigned, incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following articles of incorporation:

**ARTICLE ONE**

The name of this corporation is ROSEMARK INTERNATIONAL, INC.

**ARTICLE TWO**

The corporation is to have perpetual existence.

**ARTICLE THREE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The specific purpose of the corporation is the sale of machine tool equipment.

**ARTICLE FOUR**

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

4.02 The minimum amount of paid-in capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE FIVE**

5.01 The street address of the initial corporate office of the corporation is 1702 S.E. Village Green Drive, Port St. Lucie, FL 34952.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is JEFFREY P. ZANE, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is JEFFREY P. ZANE, ESQUIRE, Singer & Zane, P.A., 701 Northpoint Parkway, Suite 330, West Palm Beach, Florida 33407.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
James A. Brown	2623 Bronco Trail Duluth, GA 30136
Richard Ambrogi	1702 S.E. Village Green Drive Port St. Lucie, FL 34952

ARTICLE EIGHT

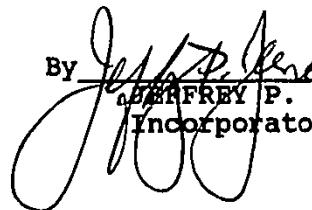
Nothing in these articles of incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

The effective date of this corporation shall be the filing date of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of incorporation this 23 day of January, 1997.

By

  
JEFFREY P. ZANE,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

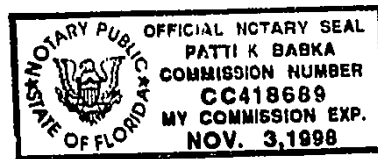
Before me, the undersigned authority, personally appeared JEFFREY P. ZANE, to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and who acknowledged that he made and subscribed the same for the purposes and uses set forth therein.



IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above-named County and State this 23 day of January, 1997.

Patti K. Babka  
Notary Public

My Commission Expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May be Served and Names and Addresses of the Officers  
and Trustees.**

The following is submitted, in compliance with Chapter 48.091,  
Florida Statutes.

ROSEMARK INTERNATIONAL, INC., a corporation organized under  
the laws of the State of Florida, with its principal office at 1702  
S.E. Village Green Drive, Port St. Lucie, FL 34952, has named  
JEFFREY P. ZANE, ESQ., located at 701 Northpoint Parkway, Suite  
330, West Palm Beach, Florida 33407, as its agent to accept  
service of process within this State.

**OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
JAMES A. BROWN	President	2623 Bronco Trail Duluth, GA 30136
RICHARD AMBROGI	Vice President	2342 S.E. Mariola Ave. Port St. Lucie, FL 34952
MARGARET ROSE BROWN	Secretary/ Treasurer	2623 Bronco Trail Duluth, GA 30136

**DIRECTORS**

JAMES A. BROWN	2623 Bronco Trail Duluth, GA 30136
RICHARD AMBROGI	2342 S.E. Mariola Ave. Port St. Lucie, FL 34952

**ACCEPTANCE:**

I agree as Registered Agent to accept Service of process; to  
keep the office open during prescribed hours; to post my name (and  
any other officers of said corporation authorized to accept service  
of process at the Florida designated address) in some conspicuous  
place in the office as required by law.

  
\_\_\_\_\_  
JEFFREY P. ZANE,  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN 22 AM 8:22

FILED