

P97000018100



ACCOUNT NO. : 072100000032

REFERENCE : 273468 7110815
Patricia Izquierdo

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : February 26, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 273468-005

CUSTOMER NO: 7110815

S00002098695--1

CUSTOMER: Ms. Roberto L. Palenzuela
ADAMS GALLINAR IGLESIAS &
PALENZUELA, P.A.
Suite 2150
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: SP FINANCIAL, INC.

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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 FEB 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. FEB 26 1997

ARTICLES OF INCORPORATION
OF
SP FINANCIAL, INC.

FILED
97 FEB 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **SP Financial, Inc.**, and its address is 701 Brickell Avenue, Suite 850, Miami, Florida 33131.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 701 Brickell Avenue, Suite 850, Miami, Florida 33131 and the name of its initial registered agent at such address is PRS International Consulting, Inc..

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The names and address of the persons who are to serve as members of the initial board of directors are:

Eduardo Santos

701 Brickell Avenue
Suite 850
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Robert R. Adams
701 Brickell Avenue, Suite 2150
Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 25th day of February, 1997.



Incorporator

ROBERT R. ADAMS

STATE OF FLORIDA)

)ss:

COUNTY OF DADE)

BEFORE ME, personally appeared Robert R. Adams, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 25th day of February, 1997.



NOTARY PUBLIC

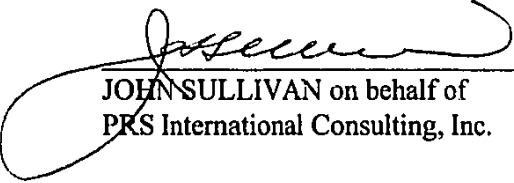
My Commissions Expires:



LAURA FERNANDEZ
MY COMMISSION # 00303104 EXPIRES
April 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


JOHN SULLIVAN on behalf of
PRS International Consulting, Inc.

RLP0228.WPD

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA