

097000023032

LAW OFFICES  
**JOHN G. PIERCE**  
ATTORNEYS & COUNSELORS AT LAW  
800 NORTH PRINCETON AVENUE  
ORLANDO, FLORIDA 32808  
TELEPHONE (407) 898-4040

RECEIVED  
3/6/97

March 6, 1997

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

000002109300--0  
-03/11/97--01023--001  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Assurance Financial Services, Inc.

Dear Sir or Madame:

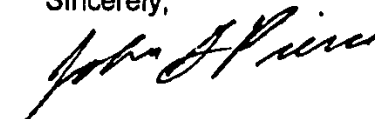
Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

  
John G. Pierce

FILED  
97 MAR 10 AM 7:45  
TALLAHASSEE, FLORIDA



krl  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**ASSURANCE FINANCIAL SERVICES, INC.**

Article I - Name

The name of this corporation is ASSURANCE FINANCIAL SERVICES, INC.

Article II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue 5,000,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights.

#### Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 800 N. Ferncreek Avenue, Orlando, FL 32803, and the name of the registered agent of this corporation at that address is John G. Pierce. The principal place of business and the mailing address of this corporation is 800 N. Ferncreek Avenue, Orlando, FL 32803

#### Article VI - 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 names and addresses of the initial directors of this corporation are:

Medi Kaplani  
7741 Belvoir Drive  
Orlando, FL 32835

Preston A. Sorenson  
7627 Brockbank Drive  
Orlando, FL 32809

#### Article VII - Incorporators

The names and addresses of the persons signing these Articles is:

Medi Kaplani  
7741 Belvoir Drive  
Orlando, FL 32835

Preston A. Sorenson  
7627 Brockbank Drive  
Orlando, FL 32809

#### Article VIII-By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### Article IX - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors

by means of conference telephone as provided by law.

Article X - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XI - Indemnification

The 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 6<sup>th</sup> day of March, 1997.

Medi Kaplani  
Medi Kaplani

P. Sorenson  
Preston A. Sorenson

STATE OF FLORIDA

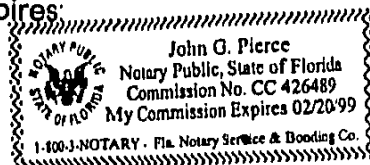
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **MEDI KAPLANI** and **PRESTON A. SORENSON**, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 6<sup>th</sup> day of March, 1997.

  
\_\_\_\_\_  
Notary Public - State of Florida

My commission expires:



FILED  
97 MAR 10 AM 7:45  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA  
ORANGE COUNTY

STATE OF FLORIDA

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 Addressees of the Officers and Directors.

---

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

ASSURANCE FINANCIAL SERVICES, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 800 N. Ferncreek Avenue, Orlando, FL 32803, has named John G. Pierce, whose mailing address is: 800 N. Ferncreek Avenue, Orlando, FL 32803, as its agent to accept service of process within this state.

ACCEPTANCE:

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

  
\_\_\_\_\_  
Registered Agent