

P 97 000025730

Law Offices
Austin A. Frye
2627 N.E. 203rd Street
Suite 115
North Miami Beach, Florida 33180

FILED
97 MAR 17 PM 2:48
SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

March 14, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/18/97--01019--006
****122.50 ****122.50

RE: AVENTURA FINANCIAL CORP.

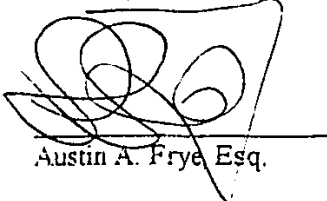
I have enclosed an original copy of the Articles of Incorporation for AVENTURA FINANCIAL CORP. and a check in the amount of \$122.50 payable to the Florida Division of Corporation.

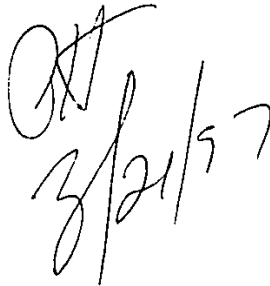
Please send a certified copy of the Articles of Incorporation to:

AUSTIN A. FRYE, ESQ.
2627 N.E. 203rd Street
Suite 115
N. Miami Beach, FL 33180
(305) 931-3200

Thank you for your cooperation with this matter.

Sincerely,


Austin A. Frye, Esq.


3/21/97

AAF/rd

Enclosure

**ARTICLES OF INCORPORATION
OF
AVENTURA FINANCIAL CORP.**

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TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

AVENTURA FINANCIAL CORP.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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 United States and 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 Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

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:

Austin A. Frye, Esq.
2627 NE 203rd Street, Suite 115
N. Miami Beach, FL 33180

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director(s) of this Corporation and their street address is:

Austin A. Frye, Esq.
2627 NE 203rd Street, Suite 115
N. Miami Beach, FL 33180

The Initial Director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator is:

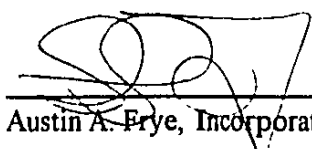
Austin A. Frye, Esq.
2627 NE 203rd Street, Suite 115
N. Miami Beach, FL 33180

ARTICLE IX

AMENDMENT

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 14th day of March, 1997.


Austin A. Frye, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Austin A. Frye, to me known to be the person described as Incorporator(s) and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida this 13th day of March, 1997,


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Sept 23, 97



RONALD DAVIDOVIC
My Commission CC318435
Expires Sep. 23, 1997
Bonded by HAI
800-422-1666

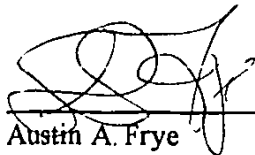
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That AVENTURA FINANCIAL CORP., desiring to organize under the laws of the State of Florida, has named Austin A. Frye, located at 2627 NE 203rd Street, Suite 115, City of N. Miami Beach, County of Dade, State of Florida 33180, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Austin A. Frye

Date: 3-14-97

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TALLAHASSEE, FLORIDA