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PEREZ-ABREU, ZAMORA, HILLMAN & MARTIN - LAVIELLE

PROFESSIONAL ASSOCIATION

SUITE 502

901 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

JAVIER PEREZ-ABREU
CERTIFIED FAMILY MEDIATOR
ENRIQUE ZAMORA
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CERTIFIED CIVIL MEDIATOR
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JENNIFER ROSS SCHLUSSLER, ESQ.
EMILIO J. REVILLA, ESQ.

April 7, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: Articles of Incorporation of S.B. Financial Corp.

Dear Sir/Madam:

In regard to the above captioned matter enclosed please find the Articles of Incorporation of S.B. Financial Corp. along with a check in the amount of \$122.50 representing filing fee. We would respectfully request that these documents be filed in the office of the Secretary of State, Division of Corporations.

We thank you for your cooperation in this regard.

Very truly yours,

PEREZ-ABREU, ZAMORA, HILLMAN
& MARTIN-LAVIELLE, P.A.

By: 

Ivonne Gayon, Legal Secretary for
LOUIS M. HILLMAN-WALLER, ESQ.

LMHW/ig
Enc.

P# 4/9/97

FILED
97 APR -9 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.B. FINANCIAL CORP.

FILED

97 APR -9 AM 10: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

S.B. FINANCIAL CORP.

The permanent and mailing address of the corporation shall be:

8125 Sandpoint Blvd.
Orlando, Florida 32819

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Hundred (100) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of one (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Louis M. Hillman-Waller, Esq.
901 Ponce de Leon Blvd., Ste. 502
Coral Gables, Florida 33134

ARTICLE V.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The name and post office address of the initial member(s) of the initial Board of Directors is/are:

<u>Name</u>	<u>Address</u>
Steven E. Birk	8125 Sandpoint Blvd. Orlando, FL 32819

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator(s) executing these Articles of Incorporation is/are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven E. Birk	8125 Sandpoint Blvd. Orlando, FL 32819

The undersigned Incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



STEVEN E. BIRK

STATE OF FLORIDA]

COUNTY OF DADE] SS.:

The foregoing instrument was acknowledged by me this 28th day of March, 1997, by Steven E. Birk, who is personally known to me or who has produced a _____ as identification and who did take an oath.



NOTARY PUBLIC