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Department of State
Division of Corporations
P O. Box 6327
Tallahassee, FL 32314

FILED

97 APR 10 AM 11:19

SECRET
TALLAHASSEE, FLORIDA

SUBJECT ACTIONWAY FINANCIAL RESOURCES, INC.

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$131.25 filing fee, Certified Copy & Certificate.

From: Willie H. Roberts, Jr.
1660 NW 193rd Street
Miami, Florida 33169

Phone 1-(305)-620-0635

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**ARTICLES OF INCORPORATION
OF
ACTIONWAY FINANCIAL RESOURCES, INC.**

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TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Florida Business Corporation Act for the purposes set forth below, hereby subscribe to and adopt(s) these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be ACTIONWAY FINANCIAL RESOURCES, INC.

ARTICLE II

This corporation shall commence existence effective this 4 day of April, 1997, whereas these Articles of Incorporation will be filed with the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon securing land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of ownership, including the right to vote according to rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock subject to such limitations as may be provided by law, and further provided, that shares of its own capital stock directly or indirectly not counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law

G. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings

H. To lend money to, and use its credit to assist, its Officers and employees in accordance with Florida Statute S607.141.

I. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

J. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested.

K. To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.

L. To elect or appoint Officers or agents of the corporation and define their duties and fix their compensation.

M. To make and alter By-laws, not inconsistent with its Articles of Incorporation or with the laws of this state.

N. To make donations for the public welfare or for charitable, scientific, or educational purposes.

O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and employees, and employees and for any or all of the Directors, Officers, and employees of its subsidiaries.

P To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q To have and exercise all powers necessary or convenient to affect its purposes.

R To indemnify any person who by reason of the fact that he/she is or was a Director, Officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607/014.

S To provide any lawful service in exchange for consideration or not for consideration as permitted by the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of no par value.

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation initially shall be located at 1660 NW 193rd Street, County of Dade, State of Florida.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one(1) and not more than Five (5) members

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

WILLIE H. ROBERTS, JR.
1660 NW 193rd Street
Miami, FL 33169

ARTICLE IX

The registered agent and the registered office for this corporation are:

WILLIE H. ROBERTS, JR.
1660 N.W. 193rd Street
Miami, florida 33169

The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock totals ONE HUNDRED DOLLARS (\$100.00), the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
WILLIE H. ROBERTS, Jr.	1660 NW 193 Street Miami, FL 33169	100	\$100.00

ARTICLE X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

WILLIE H. ROBERTS, JR./President & CEO
1660 NW 193rd Street
Miami, Florida 33169

ARTICLE XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successors of all shares of the stockholder, or when there is two (2) or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles or Incorporation. At such time there shall be elected a minimum of one (1) Director who shall hold office for one year after his election or until his successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT AND, VICE PRESIDENT SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after the first year's election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing Officers and Directors shall be set out in the By-Laws

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ARTICLE XII

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ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT:

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

WILLIE L. ROBERTS, JR.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 2 day of April, 1997.

~~WILLIE H. ROBERTS, JR~~

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)