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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: POST-BANKRUPTCY CONSULTANTS, INC.

AUDIT NUMBER.....H97000006174

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: POST-BANKRUPTCY CONSULTANTS, INC.
REF: W97000008881

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

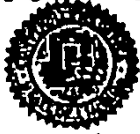
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If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000006174
Letter Number: 697A00019842

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 29, 1997

Manuel M. Arvesu, Esquire
NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Dear Mr. Arvesu:

Re: "Post-Bankruptcy Consultants, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(804) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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ARTICLES OF INCORPORATION
OF
POST-BANKRUPTCY CONSULTANTS, INC.

Prepared by: Manuel M. Arvesu, Esq. (Fl. Bar #0525294)
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131
Telephone No.: (305) 379-8300

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ARTICLE IX

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INCORPORATOR

ARTICLE X

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MAILING ADDRESS

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ARTICLES OF INCORPORATION
OF
POST-BANKRUPTCY CONSULTANTS, INC.

The undersigned incorporator hereby adopts these Articles of Incorporation for the formation of a corporation under Florida General Corporation Act.

ARTICLE I

NAME

The name of this corporation is POST-BANKRUPTCY CONSULTANTS, INC..

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSES

The general purpose for which the corporation is initially organized is:

1. To engage in such lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

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The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is Six Hundred (600) shares of common stock having no par value.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a

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Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida is 100 S.E. 2nd Street, Suite 3700, Miami, Florida 33131.

The name of the initial registered agent at such address is MANUEL M. ARVESU,

ESQ.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members.

The initial Director and their addresses are:

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NAME
Carlos M. Coloma, President
Carrieanne M. Coloma, Secretary

ADDRESS
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131

**ARTICLE IX
INCORPORATOR**

The name and street address of the incorporator is:

NAME
Carlos M. Coloma
ADDRESS
100 S.E. 2nd Street
Suite 3700
Miami, Florida 33131

**ARTICLE X
MAILING ADDRESS**

The initial mailing address of the Corporation shall be:

c/o Manuel M. Arveni, Esquire
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 14 day of April, 1997.


CARLOS M. COLOMA, President

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CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:
POST-BANKRUPTCY CONSULTANTS, INC.
2. The name and address of the Registered Agent and Office is:

Manuel M. Arvesu, Esq.
100 S.E. 2nd Street, Suite 3700
Miami, Florida 33131



 MANUEL M. ARVESU

Date

4/14/97

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



 MANUEL M. ARVESU

Date

4/14/97

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