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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: REGENCY INVESTMENT SERVICES, INC.

AUDIT NUMBER.....H97000010231

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 23, 1997

EMPIRE

SUBJECT: REGENCY INVESTMENT SERVICES, INC.  
REF: W97000014532

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.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Beth Register  
Corporate Specialist Supervisor

FAX Aud. #: B97000010231  
Letter Number: 297A00033141

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**ARTICLES OF INCORPORATION  
OF  
REGENCY INVESTMENT SERVICES, INC.**

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is:  
Regency Investment Services, Inc.

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**ARTICLE II. 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 United States and of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Robert A. Chavez, Esquire  
Teacher Chavez Rubin Forman & Muller, P.A.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431  
Florida Bar No. 283525  
(561) 998-7847

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence.

**ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The principal office and mailing address of the Corporation are:

1497 Southeast 17th Street  
Fort Lauderdale, Florida 33316

**ARTICLE VI. 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:

Kevin Ralph  
1497 Southeast 17th Street  
Fort Lauderdale, Florida 33316

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

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have two (2) Directors initially. The number of Directors may

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be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

#### ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial Directors of this Corporation and their street addresses are:

Kevin Ralph  
1497 Southeast 17th Street  
Fort Lauderdale, Florida 33316

Don Davis  
1487 Southeast 17th Street  
Fort Lauderdale, Florida 33316

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.  
2101 Corporate Boulevard, Suite 216  
Boca Raton, Florida 33431

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**ARTICLE X. CONFLICT OF INTEREST.**

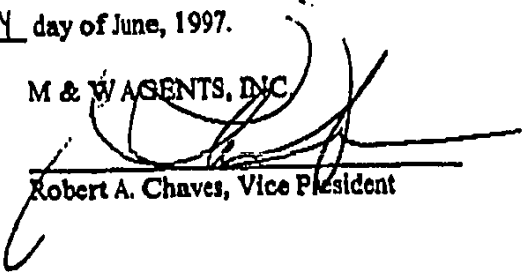
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE XI. AMENDMENT.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 24 day of June, 1997.

M & W AGENTS, INC.

  
Robert A. Chaves, Vice President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS 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 Regency Investment Services, Inc., desiring to organize under the laws of the State of Florida, will accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, Kevin Ralph hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 26<sup>th</sup> day of June, 1997.

  
Kevin Ralph

HAFFSWTDATA\UTAMRALPH\REGCY.ACI

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