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LAW OFFICES OF
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THOMAS E. GUCK*
HOWARD S. WEINSTEIN

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT AND FAMILY MEDIATOR

October 7, 1997

FILED
OCT 10 AM 10:56
TALLAHASSEE, FLORIDA

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

Re: *Commonwealth Financial Services, Inc.*
Articles of Organization

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-10/10/97--01046--007
*****70.00 *****70.00

Dear Sir/Madam:

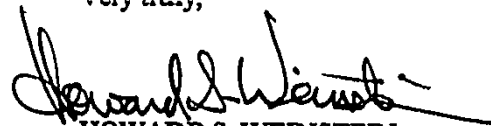
Enclosed herewith please find the following documents for filing with your division in order to initiate a Corporation:

1. Articles of Organization;
2. Acceptance of Registered Agent;
3. Check in the amount of \$70.00 to cover the filing fees for the Articles and Designation of Registered Agent;
4. Conforming Copy of the foregoing.

Kindly file the originals in the public records and forward the conforming copy bearing your organization's time stamp to my attention in the postage paid pre-addressed envelope provided.

I thank you in advance for your assistance in this matter. Should you have any questions or concerns please call the undersigned.

Very truly,


HOWARD S. WEINSTEIN
For The Firm

HSW:ss
enc

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10/10/97

**ARTICLES OF INCORPORATION
FOR
COMMONWEALTH FINANCIAL SERVICES, INC.**

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TALLAHASSEE, FLORIDA

The subscribers/directors to these Articles of Incorporation, natural persons, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is: **COMMONWEALTH FINANCIAL SERVICES, INC.**

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1. Principal Office and mailing address of the Corporation is: **891 S. State Road 7, Margate, FL 33063**. The Board of Directors may from time to time move the principal office to any other address within the state of Florida.

Section 2. Registered Agent is: **Howard S. Weinstein, Esq.** and his street address is: **Thomas E. Glick, P.A. 11900 Biscayne Blvd., Suite #740, North Miami, Dade County, Florida 33181**.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV. PURPOSE.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, that a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed without limitation whatsoever. In addition to the foregoing, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire or hold shares or other interests in property (tangible or intangible); Exercise rights arising out of the ownership or possession of property; Sell, hypothecate or otherwise dispose of shares or other interests in, or obligations

of the Corporation, individuals, associations, partnerships, other corporations, governments or other legally organized entities;

- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 10,000 at \$.001 par value.

All of said stock may be exchanged for cash, real or personal property, labor or services in lieu of the aforementioned, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors, with approval of the majority of the stockholders, may at any time in the future designate different classes of stocks.

Section 2. Preemptive Rights.

1. Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall (not) apply to the reissuance of redeemed or otherwise acquired shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the shareholders of the Corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business shall be determined by the initial Board of Directors.

ARTICLE VII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other legal entity, shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such other legal entity. Nor shall any contract or transaction be invalidated because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interests of each such director or directors shall have been disclosed to or known by the Board of Directors.

A disinterested majority of the Board of Directors shall have nonetheless ratified and approved such contract or transaction. The interested director or directors may be counted in determining whether a quorum is present for the meeting at which the ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of, or ratification by the stockholders.

ARTICLE IX. INITIAL BOARD OF DIRECTORS & OFFICERS.

This Corporation shall have Five (5) directors and Three (3) officers initially. The number of directors may be either increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

MARK COHEN
Director\CEO\President

891 N. State Road 7
Margate, FL 33063

DANA ROSS-COHEN
Director\Secretary\Vice President

891 N. State Road 7
Margate, FL 33063

STANLEY ZINN
Director

571 N.W. 108th Ave.
Plantation, FL 3324

Dr. EUGENE ELOVIC
Director

5500 Collins Ave.
Miami Beach, FL 33140

ERIC ZINN
Director

220 Little Falls Road
Cedar Grove, NJ 07009

ARTICLE X. 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 stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

ARTICLE XI. THE INCORPORATOR.

The name and address of the Incorporator and person executing these Articles of Incorporation is:

Mark Cohen

891 N. State Road 7
Margate, FL 33063

ARTICLE XII. INDEMNIFICATION.

The Corporation shall indemnify the Incorporator (Subscriber), any officer or director, or any former officer or director, to the full extent permitted by law for all acts undertaken by the Incorporator, any current or former officer or director while acting in said capacity for the benefit of the Corporation. The Corporation shall reimburse the Incorporator (Subscriber) for startup costs incurred on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of October, 1997.



MARK COHEN, Incorporator

STATE OF FLORIDA

COUNTY OF Dade

} ss

BEFORE ME, the undersigned authority, personally appeared MARK COHEN, to me personally known and/or having first examined his driver's license # _____ as identification, is the person described hereinabove as

Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

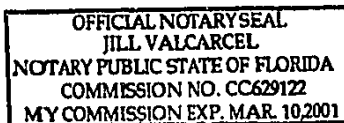
WITNESS, my hand and official seal at N. Miami

Dade County, Florida, this 6th day of October, 1997.
[County] [City]

Jill Valcarcel

NOTARY PUBLIC, State of Florida at Large

My commission expires:




**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED AND DESIGNATION OF ADDRESS
FOR SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Florida Statutes §48.091 and Florida Statutes Chapter 607, the following is Certificate of Acceptance of Appointment as Registered Agent and Designation of Address for Service of Process Within this State Upon Whom Process May Be Served is submitted in compliance with said Florida Law.

That **COMMONWEALTH FINANCIAL SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the **City of Margate, County of Broward, State of Florida** having appointed **Howard S. Weinstein, Esq.** as its Registered Agent and hereby designates: **11900 Biscayne Blvd., Suite #740, North Miami, County of Dade, State of Florida 33181**, as its registered office to accept service of process within this State.

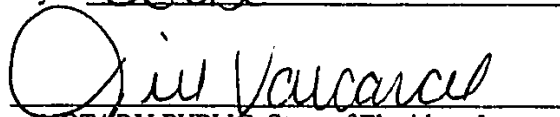
The undersigned having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby accepts said appointment, agrees to act in the capacity as the aforementioned Corporation's Registered Agent and agree to comply with the provisions of said Acts relative to keeping the aforementioned registered office open.

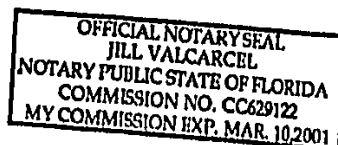

HOWARD S. WEINSTEIN, Esq.
REGISTERED AGENT

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared **HOWARD S. WEINSTEIN, Esq.** to me personally known as the person described hereinabove as Registered Agent, in and who executed the foregoing Acceptance of Appointment to Registered Agent.

WITNESS, my hand and official seal at North Miami, Dade County, Florida this 10th day of October, 1997.


NOTARY PUBLIC, State of Florida at Large
My commission expires:



FILED
97 OCT 10 AM 10:56
TALLAHASSEE, FLORIDA
SECRET