

P9700090656

ALVIN H. HART  
20796 Sonrisa Way  
Boca Raton, FL 33433  
(561) 483-6327

FILED

97 OCT 22 PM 9 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 6, 1997

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

300002314673--8  
-10/08/97--01039--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: New Incorporation

Ladies/Gentlemen:

Enclosed are two (2) copies of the Articles of Incorporation of Finance Associates, Inc. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$ 122.50 to cover charter tax, filing fees, registered agent filing fee, and the cost of a certified copy of the articles. Please send one certified copy back to me.

Thank you for your prompt attention to this matter.

Sincerely yours,

*M. A. Hart*

*Alvin H. Hart* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article II*  
DATE *10/14/97*  
DOC. EXAM. *PH*

*W97-23134*  
P. H. H. OCT 22 1997



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 9, 1997

**ALVIN A. HIRSCH**  
20796 SONRISA WAY  
BOCA RATON, FL 33433

**SUBJECT: FINANCE ASSOCIATES, INC.**  
Ref. Number: W97000023136

We have received your document for **FINANCE ASSOCIATES, INC.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6915.

**Pamela Hall**  
Document Specialist

Letter Number: 497A00049649

ALVIN A. HIRSCH  
20796 Sonrisa Way  
Boca Raton, FL 33433  
(561) 483-6327

October 18, 1997

Ms. Pamela Hall  
Document Specialist  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Finance Associates, Inc. Incorporation Documents  
Ref. Number W97000023136

Dear Ms. Hall:

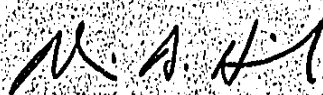
Thank you for your letter #497A00049649 dated October 9, 1997 in which you advised me that there is an corporation with similar sounding name incorporated in Orlando under the name Financial Associates, Inc.

As we discussed, I would really still prefer to incorporate Finance Associates, Inc. here in Boca Raton, notwithstanding Financial Associates, Inc. in Orlando, since I intend only to do business locally here in South Florida and not in Orlando. If it is possible, I would prefer to re-submit my original incorporation documents for filing - especially since I already have the corporate kit for Finance Associates, Inc.

Enclosed are two sets of incorporation documents and your letter. Please return one set to me confirming the filing.

Thank you for your assistance and consideration.

Sincerely yours,



**ARTICLES OF INCORPORATION**

**OF**

**FINANCE ASSOCIATES, INC.**

**FILED**

**97 OCT 22 AM 9 54**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is Finance Associates, Inc.

**ARTICLE II**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

The general purposes for which the Corporation is organized are:

1. To engage in the business of financial consulting.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.



3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

The aggregate number of shares of stock which the Corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors of the Corporation.

#### ARTICLE V

The street address of the initial registered office of the Corporation is 20796 Sonrisa Way, Boca Raton, Florida 33433, and the name of its initial registered agent at such address is Alvin A. Hirsch. The principal address is the same as the registered office.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders. The name and address of the person who is to serve as the Initial Board of Directors is:

Alvin A. Hirsch

20796 Sonrisa Way

Boca Raton, Florida 33433

#### ARTICLE VII

Indemnification. The Corporation shall indemnify each Officer and Director, including former Directors, to the fullest extent permitted by law.

#### ARTICLE VIII

Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or to purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### ARTICLE IX

Rights of Initial Directors. The Initial Director of the Corporation shall have the right to be a director of the Corporation whether or not such Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the Initial Director named in these Articles of Incorporation to the office of Director as long as that Director desires to be Director of the Corporation. This Article may not be amended in any way without the written consent of the Initial Director.

#### ARTICLE X

Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE XI

The name and address of the incorporator is:

Alvin A. Hirsch

20796 Sonrisa Way

Boca Raton, Florida 33433

Executed by the undersigned at Boca Raton, Palm Beach County, Florida  
on October 6, 1997.

ALVIN A. HIRSCH  
ALVIN A. HIRSCH

STATE OF FLORIDA )

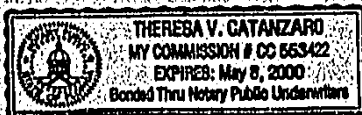
) ss.

COUNTY OF PALM BEACH )

I, THE UNDERSIGNED, for the purpose of forming a corporation under  
the laws of the State of Florida, do hereby certify that I am the  
incorporator of Finance Associates, Inc., and do make, file and record  
these Articles of Incorporation, and do certify that the facts  
hereinabove are true; and I have accordingly hereunto set my hand  
this 6th day of October, 1997.

ALVIN A. HIRSCH  
SUBSCRIBED AND SWORN TO before me this 6<sup>th</sup> day of Oct, 1997.

(SEAL)



Theresa V. Catanzaro



CERTIFICATE OF ORIGINAL APPOINTMENT OF REGISTERED AGENT

97 OCT 22 AM 9 54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being at least the majority of the incorporators of Finance Associates, Inc., hereby appoint Alvin A. Hirsch to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the Corporation may be served.

The complete address of the Agent is 20796 Sonrisa Way, Boca Raton, Palm Beach County, Florida 33428.

Date: 10/6/97

M. A. Hirsch

Incorporator

ACKNOWLEDGEMENT

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

M. A. Hirsch

ALVIN A. HIRSCH

RESIDENT AGENT