

P97000095801



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 593535 4311473

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : November 7, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 593535-005

CUSTOMER NO: 4311473

CUSTOMER: Maritza Villar, Legal Asst
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

100002341681--0

DOMESTIC FILING

NAME: LEGACY FINANCE & CONSULTING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION

97 NOV 7 PM 1:53

RECEIVED

FILED
97 NOV -7 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
11-10-97

ARTICLES OF INCORPORATION

FILED

OF

97 NOV -7 AM 8:57

LEGACY FINANCE & CONSULTING, INC. **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is LEGACY FINANCE & CONSULTING, INC. The address of the principal office and the mailing address of this corporation is 5224 Princeton Way, Boca Raton, Florida 33496.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have no par value per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Antonio R. Menendez	150 West Flagler St. Museum Tower, Suite 2200-ARM Miami, Florida 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two persons. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Roy B. Ageloff	5224 Princeton Way Boca Raton, FL 33496

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Antonio R. Menendez	150 West Flagler St. Museum Tower, Suite 2200-ARM Miami, Florida 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.


ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

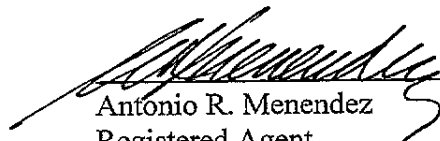
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 6th day of November, 1997.


Antonio R. Menendez,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
91 NOV -7 AM 8:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.


Antonio R. Menendez
Registered Agent