

P97000101544

DEBRA A. PARKER, ESQ.  
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November 26, 1997

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-12/04/97-01009-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC -2 PM 4:45

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

Re: Preferred Financial Resources, Inc.  
Preferred Financial Partners, Inc.  
and  
Ref. Number: W97000019531

Dear Ms. Hall:

Enclosed please find copy of your 8/22/97 letter and revised Articles of Incorporation and Certificate Designating Registered Agent in the name of Preferred Financial Resources, Inc. Please process this incorporation.

Also enclosed are original Articles of Incorporation for Preferred Financial Partners, Inc., a Certificate Designating Registered Agent and check in the amount of \$70.00 to cover the incorporation filing fees.

Thank you for your assistance. Please contact me if you need any further information.

Very truly yours,

*Debra A. Parker*

Debra A. Parker

Enclosures  
cc: Client

5/12/2

ARTICLES OF INCORPORATION  
OF  
PREFERRED FINANCIAL RESOURCES, INC.

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ARTICLE I  
CORPORATE NAME

The name of the corporation shall be PREFERRED FINANCIAL RESOURCES, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation, through its officers and employees shall be authorized to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue a maximum of Seventy-Five Hundred (7,500) shares of stock. The shares of stock authorized shall be common stock having a par value of One Cent (\$.01) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Thomas B. Kelley  
713 N.E. 3 Avenue  
Fort Lauderdale, Florida 33304

ARTICLE VI  
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than one (1) Director at any time. The corporation shall have two Directors initially.

ARTICLE VII  
INITIAL DIRECTORS

The names and addresses of the first Directors of the corporation are:

Thomas B. Kelley	Seymour Alter
713 N.E. 3 Avenue	713 N.E. 3 Avenue
Fort Lauderdale, Florida 33304	Fort Lauderdale, Florida 33304

The first Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII  
INCORPORATOR

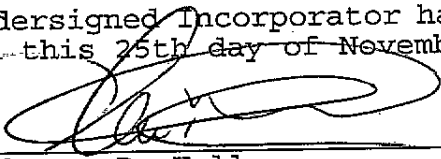
The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Thomas B. Kelley  
713 N.E. 3 Avenue  
Fort Lauderdale, Florida 33304

ARTICLE IX  
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or director, to the full extent permitted by law.

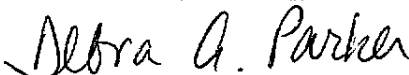
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of November, 1997.

  
\_\_\_\_\_  
Thomas B. Kelley

STATE OF FLORIDA  
COUNTY OF BROWARD

BE IT REMEMBERED, that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared to me and personally known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this 25th day of November, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida

DEBRA A. PARKER  
Notary Public, State of Florida  
My Comm. Expires Mar. 28, 1998  
No. CC 362585  
Bonded Thru Official Notary Service

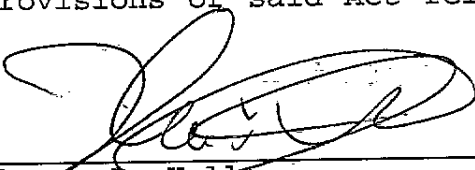
**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That PREFERRED FINANCIAL RESOURCES, INC. is qualified to do business under the laws of the State of Florida with its principal office at 713 N.E. 3 Avenue, Fort Lauderdale, Florida 33304 and has appointed Thomas B. Kelley as its registered agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the abovestated corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Thomas B. Kelley  
Registered Agent

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