

P97000105442

BANKERS REAL ESTATE PARTNERS, L.P.
BANKERS CAPITAL GROUP CORPORATION
259 Alhambra Circle, Suite 212 • Coral Gables, FL 33134

ADDRESS

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

300002371933--6
-12/15/97--01056--012
****122.50 ****122.50

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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97 DEC 15 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MUTUAL CAPITAL INVESTMENTS, I. INC.

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TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of this Corporation is MUTUAL CAPITAL INVESTMENTS, I, INC.

ARTICLE 2
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3000 BOGOTA AVE COOPER CITY, FLA 33026

ARTICLE 3
NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE 4
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE 5
CAPITAL STOCK

This Corporation is authorized to issue, 1,000 shares of \$0.10 par value common stock, which shall be designated "Common Shares."

ARTICLE 6
PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3000 BOGOTA AVE, COOPER CITY, FL 33026, and the name of the initial registered agent of this Corporation at that address is S. Shawn Khosravi.

ARTICLE 8
INITIAL BOARD OF DIRECTOR

The Corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| S. Shawn Khosravi | 3000 Bogota Ave Cooper City, FL 33026 |
| Manocher Rastgou | 675 Ives Dairy Rd, Apt 217 N. Miami Beach, Florida 33179 Mailing Address: P.O. Box 53-1443 Miami, Florida 33153-1443 |

ARTICLE 9
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director of directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE 10
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE 11
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE 12
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. further, the power to adopt, alter, amend or repeal the By-laws shall be vested in t he Board of Directors of this Corporation.

ARTICLE 13
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE 14
DIVIDENDS

Dividends payable in shares of any class may be paid to the holder of shares of any other class.

ARTICLE 15
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reasons of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE 16
INCORPORATOR

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

S. Shawn Khosravi
3000 Bogota Avenue.
Cooper City, FL 33026

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10th day of December 1997


S. Shawn Khosravi

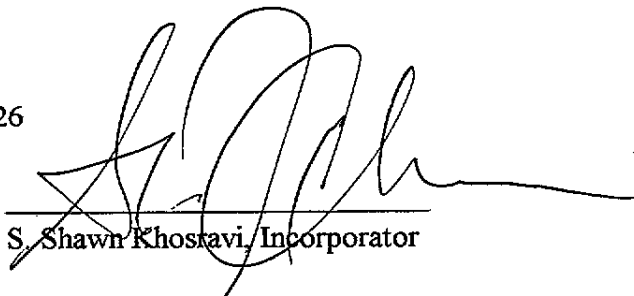
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the register office/registered agent, in the State of Florida.

The name and address of the registered agent is as follows:

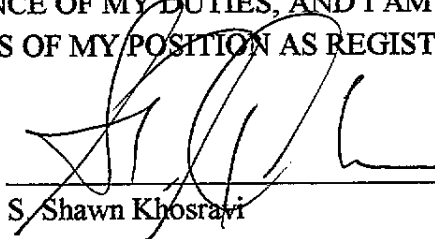
Shawn Khosravi
3000 Bogota Avenue
Cooper City, FL 33026

Dec 10/97
Date


S. Shawn Khosravi, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dec 10/97
Date


S. Shawn Khosravi

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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