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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PENNY BANKS & ASSOCIATES, INC.

AUDIT NUMBER.....H97000021249

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 29, 1997

EMPIRE

SUBJECT: PENNY BANKS & ASSOCIATES, INC.  
REF: W97000028784

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350  
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000021249  
Letter Number: 897A00060711



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 6, 1998

Ms. Susan Ronis  
Paralegal  
Glenn R. Mee, P.A.  
517 S.W. First Avenue  
Fort Lauderdale, FL 33301

Dear Ms. Ronis:

Re: "Penny Banks & Associates, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wm. Douglas Johnson", with a long horizontal line extending to the right.

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(850) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

497000021249  
ARTICLES OF INCORPORATION

OF

PENNY BANKS & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PENNY BANKS & ASSOCIATES, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 610 N.E. 3rd Street, Pompano Beach, FL 33060.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

Glenn R. Mee, Esq.

517 SW 1st Ave.

Ft. Lauderdale, FL 33301

(954) 524-4169 / FBNO. 239119

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of director may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

George P. Banks.  
610 N.E. 3rd Street  
Pompano Beach, FL 33060

Prepared by:

Glenn R. Mee, P.A.  
517 S.W. First Av  
Fort Lauderdale, FL 33301  
(954) 524-4141  
Fla. Bar No. 239119

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is  
George P. Banks.

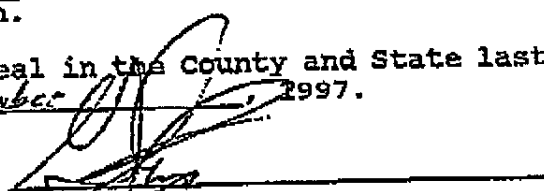
IN WITNESS WHEREOF, the undersigned incorporator has executed  
the foregoing Articles of Incorporation this 29<sup>th</sup> day of  
December, 1997.

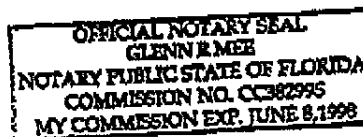
  
GEORGE P. BANKS

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged  
before me this day by GEORGE P. BANKS, who is personally known to  
me or had produced a n/a as  
identification and did take an oath.

WITNESS my hand and official seal in the County and State last  
aforesaid this 29<sup>th</sup> day of December, 1997.

  
Notary Public  
My Commission Expires:



Prepared by:

Glenn R. Mee, P.A.  
517 S.W. First Av  
Ft. Lauderdale, FL 33301  
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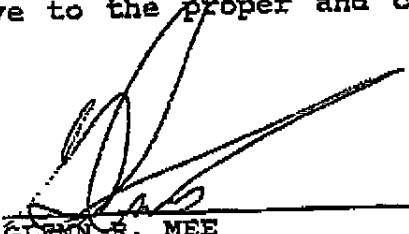
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091, Florida statutes,

THAT PENNY BANKS & ASSOCIATES, INC., a corporation organizing under the laws of the State of Florida, has named GLENN R. MEE as its Registered Agent to accept service of process within this State, whose registered office is located at 517 S.W. First Avenue, Fort Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties.

  
 GLENN R. MEE  
 517 S.W. First Avenue  
 Fort Lauderdale, FL 33301

banks.p\articles

Prepared by:

Glenn R. Mee, P.A.  
 517 S.W. First Av  
 Ft. Lauderdale, FL 33301  
 (954) 524-4141  
 Fla. Bar No. 239119

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