

P98000006289

LYLE M. KOENIG  
Attorney at Law  
Mercede Executive Park  
1876 North University Drive, Suite 308E  
Plantation, FL 33322  
Phone (954)476-1220  
Fax (954)476-2550

FILED

98 JAN 21 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 20, 1997

Secretary of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

000002378560--3  
-12/22/97--01023--005  
\*\*\*122.50 \*\*\*122.50

RE: ALL INTERNATIONAL MORTGAGE BANK CORPORATION

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for the above named corporation.

Also enclosed is a check in the amount of \$122.50 representing the charter tax, filing fee, registered agent fee and a certified copy of the Articles.

Please file these Articles as soon as possible, noting the provision under Article II that the corporation's existence shall commence on the date of execution of the Articles.

Upon approval, please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours

  
Lyle M. Koenig

Enc.

P. Hall

JAN 21 1998

00511

P. Hall

W97-28592  
28594  
DEC 24 1997



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

December 24, 1997

**ALL INTERNATIONAL MORTGAGE BANK CORPORATION**  
1876 N UNIVERSITY DR, SUITE 308E  
PLANTATION, FL 33322

We have received your document for ALL INTERNATIONAL MORTGAGE BANK CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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: 097A00060289

**LYLE M. KOENIG, ESQ.**

ATTORNEY AND COUNSELOR AT LAW

MERCEDE EXECUTIVE PARK / PARKVIEW BUILDING  
1886 NORTH UNIVERSITY DRIVE • PLANTATION, FLORIDA 33322

OF COUNSEL, LAW OFFICES OF STEVEN B. FEREN, P.A.

PHONE (954) 476-1220; 236-8000  
FAX (954) 236-8001

MEMBER OF FLORIDA AND MINNESOTA BARS

January 16, 1998

Pamela Hall  
Secretary of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: ALL INTERNATIONAL MORTGAGE BANK CORPORATION

Dear Ms. Hall:

Pursuant to your letter dated December 27, 1997, enclosed please find the original and one copy of the Articles of Incorporation for the above, a copy of your correspondence and a copy of the approval of name from the Department of Banking and Finance. The filing fee should still be held by your office.

Very truly yours,

  
Lyle M. Koenig

Enc.



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

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

January 12, 1998

Lyle M. Koenig, Esq.  
Mercede Executive Park/Parkview Building  
1886 North University Drive  
Plantation, FL 33322

Dear Mr. Koenig:

Re: "All International Mortgage Bank Corporation"

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 black ink, appearing to read "Wm. Douglas Johnson", with a long horizontal flourish 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

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL INTERNATIONAL MORTGAGE BANK CORPORATION**

FILED  
98 JAN 21 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is All International Mortgage Bank Corporation, and its principal place of business is 4322 SW 52nd Street, Ft. Lauderdale, FL 33314.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

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

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4322 SW 52nd Street, Ft. Lauderdale, FL 33314 and the initial registered agent at this address is Shazia Nazir Hassan.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. 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 (1). The name and address of the initial Director(s) of this corporation are as follows:

Mohammed Irfan Hassan, 4322 SW 52nd Street, Ft. Lauderdale, FL 33314.

**ARTICLE IX - INCORPORATORS**

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

Mohammed Irfan Hassan, 4322 SW 52nd Street, Ft. Lauderdale, FL 33314.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI - INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

**ARTICLE XII**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on this 19 day of 12, 1997.

[Signature]  
Witness  
[Signature]  
Witness  
[Signature] Mohammad Irfan Hassan

STATE OF FLORIDA )  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 19 day of Dec, 1997,  
by, Mohammed Irfan Hassan, who is personally known to me or has produced  
as identification and who did/did not take an oath.

[Signature]  
Notary Public, State of Florida  
at large



Lyle Koenig  
My Commission GC620038  
Expires February 9, 2001

Print, type or stamp name

Comm. Exp. Serial No.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

98 JAN 21 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:


**FIRST:** That All International Mortgage Bank Corporation, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 4322 SW 52nd Street, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named Shazia Nazir Hassan, located at 4322 SW 52nd Street, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.

  
Corporate Officer

INCORPORATED  
Title

12-17-97  
Date

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

  
Resident Agent

12-17-97  
Date