

P980000/6326

Sumata Research

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. Transportation Financial Capital  
(Corporation Name) (Document #)

2. Group, Inc  
(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

RECEIVED  
98 FEB 19 AM 11:11  
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" 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

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-02/19/98--01016--021  
\*\*\*\*122.50 \*\*\*\*122.50

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

FILED  
98 FEB 19 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
2-19-98

FILED

98 FEB 19 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TRANSPORTATION FINANCIAL CAPITAL GROUP, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME and PRINCIPAL OFFICE

The name of this corporation shall be: **TRANSPORTATION FINANCIAL CAPITAL GROUP, INC.**, and the principal place of business and mailing address of this corporation shall be: 1600 West Commercial Boulevard, Ft. Lauderdale, Florida 33309.

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 may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 777 Brickell Avenue, Suite 500, Miami, FL 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: Steven Kass, Esq.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Philip E. Morgaman	1600 West Commercial Boulevard Ft. Lauderdale, FL 33309
Neal C. Nichols	1600 West Commercial Boulevard Ft. Lauderdale, FL 33309
Mark Stephenson	1600 West Commercial Boulevard Ft. Lauderdale, FL 33309

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is: Steven Kass, Esq., 777 Brickell Avenue, Suite 500, Miami, FL 33131.

ARTICLE VIII  
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX  
NO SHAREHOLDER LIABILITY

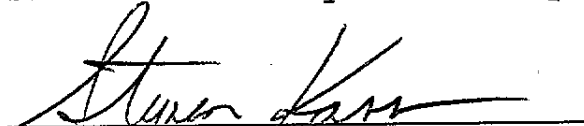
The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

\*\*\*\*

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18th day of February, 1998.

  
Steven Kass, Incorporator

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**FILED**

98 FEB 19 PM 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with 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 registered office/registered agent, in the State of Florida:

1. The name and address of the Corporation:

**TRANSPORTATION FINANCIAL CAPITAL GROUP, INC.**  
1600 West Commercial Boulevard  
Ft. Lauderdale, Florida 33309

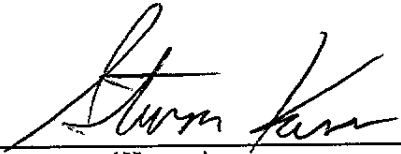
2. The name/address of the registered agent and office:

Steven Kass, Esq.  
777 Brickell Avenue, Suite 500  
Miami, FL 33131

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above 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 Florida 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.

2/18/98  
(Date)

  
(Name)