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

1. Av Finance International, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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| 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                                 |

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

| REGISTRATION/<br>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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K. Rolfe APR 2 1998

Examiner's Initials

ARTICLES OF INCORPORATION

OF

AVFINANCE INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

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 AvFinance International, Inc. and the principal place of business and mailing address of this corporation shall be:

1975 East Sunrise Boulevard, Suite 826  
Fort Lauderdale, Florida 33309

ARTICLE II  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITALIZATION

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

| Number of Shares<br><u>Authorized</u> | Par Value<br><u>Per Share</u> | Class of<br><u>Stock</u> |
|---------------------------------------|-------------------------------|--------------------------|
| 50,000                                | \$ .0001 Par Value            | Common                   |

Upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, every shareholder of this corporation shall have the preemptive right to purchase a pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, 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 Mark F. Raymond, Esq.

ARTICLE V  
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>   |
|-----------------------|--|
| Mark F. Raymond, Esq. | 201 S. Biscayne Boulevard<br>Suite 2600<br>Miami, Florida 33131-4336 |

ARTICLE VI  
INCORPORATOR

The name and address of the Incorporator is Mark F. Raymond, Esq., 201 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336.

ARTICLE VII  
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.

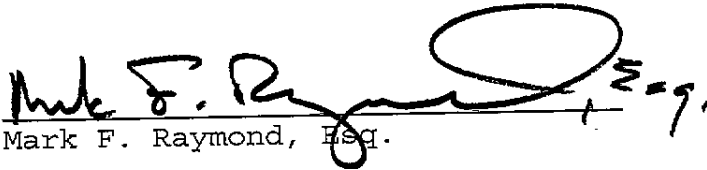
ARTICLE VIII  
NO SHAREHOLDER LIABILITY

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

ARTICLE IX  
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 12<sup>th</sup> day of April 1998.


  
Mark F. Raymond, Esq.

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

In compliance with the laws of the State of Florida, the following is submitted: AvFinance International, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Post Office Box 491810, Fort Lauderdale Florida 33349 has named Mark F. Raymond, Esq., 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
Mark F. Raymond, Esq., Registered Agent  
DATED: this 1<sup>st</sup> day of April, 1998.

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