

# P98000034436

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002486222--7  
-04/13/98--01035--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: OVERTOWN SECURITIES, INC.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
4-9-98

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: J. ANTHONY BEARD  
Name (Printed or typed)

35 NORTHEAST 40<sup>th</sup> STREET  
Address

SUITE G-2

MIAMI FLORIDA 33137  
City, State & Zip

305-588-3199  
Daytime Telephone number

FILED  
98 APR 13 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rmc  
4-15-98

NOTE: Please provide the original and one copy of the articles.

## Articles of Incorporation of Overtown Securities Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

### ARTICLE I - NAME

The name of this corporations shall be:

Overtown Securities Inc.

EFFECTIVE DATE  
4-9-98

98 APR 13 PM 1:21  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business

### ARTICLE II - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is:

35 Northeast 40<sup>th</sup> Street  
Suite G-2  
Miami, Florida 33137

### ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized issue is:  
1000 shares of common stock, \$1.00 par value.

Holders of common stock are entitled to one vote per share on all matters subject to shareholder approval. The holders of outstanding shares of common stock are entitled to receive dividends as and when declared by the Board of Directors out of funds legally available.

On liquidation or winding up of the corporation, holders of common stock are entitled to receive, pro rata, the net assets of the company after the payment of all creditors and liquidation preferences, if any.

### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered agent for the corporation is: J. Anthony Beard

The Registered office for the Corporation is: 35 Northeast 40<sup>th</sup> Street  
Suite G-2  
Miami, Florida 33137

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws of the Corporation.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of these articles of Incorporation is:

J. Anthony Beard  
35 Northeast 40<sup>th</sup> Street  
Suite G-2  
Miami, Florida 33137

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, and any current or past officer or director, to the full extent of the law. No officer or director shall be personally liable for any actions or liabilities of the corporation.

ARTICLE VIII - BYLAWS

The shareholders, through the Board of Directors, shall have the power to adopt, alter, amend or repeal the Bylaws. All provisions for the operation, management and regulation of the corporation not set forth in the Articles of Incorporation shall be set forth and governed by the Bylaws of the Corporation.

ARTICLE X - CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the 9th day of April, 1998.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1998.

  
\_\_\_\_\_  
J. Anthony Beard, Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 APR 13 PM 1:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is OVERTOWN SECURITIES, INC

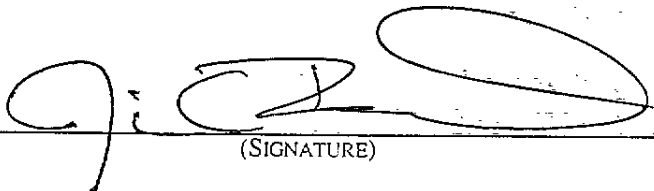
2. The name and address of the registered agent and office is:

J. ANTHONY BEARD  
(NAME)

35 NORTHEAST 40<sup>TH</sup> STREET - SUITE 6-2  
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI FLORIDA 33137  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of 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.*

  
(SIGNATURE)

4/09/98  
(DATE)