

Charter Number Only

P980000

84666

VALUATION ONLY

1/23/98

Kimberly Naize

Requestor's Name

1236 S.E. 4 Ave

Address

Ft Lauderdale FL 33316

City

State

ZIP

Phone

954/463-9700

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-09/29/98--01006--025
****122.50 ****122.50

CORPORATION(S) NAME

~~WELLINGTON FINANCIAL INC~~
WASHINGTON

FILED
98 OCT -2 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
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- Reservation
- Change of Registered Agent
- Certified Copy
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- Will Wait
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RECEIVED
DIVISION OF CORPORATION
98 SEP 29 AM 10:09
558A-49182
88/67-4855



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 29, 1998

EMPIRE

MIAMI, FL

SUBJECT: WELLINGTON FINANCIAL INC.
Ref. Number: W98000022210

We have received your document for WELLINGTON FINANCIAL INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00048752

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

WASHINGTON FINANCIAL INC.

ARTICLE I - NAME

The name of the Corporation is WASHINGTON FINANCIAL INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Preferred and Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Preferred
100	\$.50	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. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the preferred and common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

98 OCT -2 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4700 N.E. 19TH AVENUE
#32
FT. LAUDERDALE, FL 33308

The initial agent is: JORGE CASTRO

The principal office and mailing address of this corporation is:

4700 NE 19TH AVENUE #32 FT. LAUDERDALE, FL 33308

ARTICLE VIII - BOARD OF DIRECTORS AND OFFICERS

This corporation shall have ONE director(s) initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The name and address of the initial directors is:

JORGE Castro : 4700 NE 19th Avenue #32 Ft. Lauderdale, FL 33308
President

ARTICLE IX - INCORPORATORS

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

JORGE Castro: same above stated address

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall be issued initially to the following person in the amount set opposite his name.

JORGE Castro: 100% Preferred Stock
100% Common Stock

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE XV

The private property of the stockholders shall NOT be subject to payment, lien, seizure, forfeiture of the corporate debts in any event whatsoever.

ARTICLE XVI

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 involved in, any contract or transaction of this corporation, provided that the part the he 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 any officer of such corporation or who is 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 the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE XVII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of September, 1998.

Jorge Castro
JORGE Castro/ PRESIDENT

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared JORGE Castro to me personally known, or having produced identification, _____, to be the persons described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 23rd day of September, 1998.

Kimberly S. Daise
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: --- NOTARY PUBLIC - STATE OF FLORIDA
KIMBERLY S. DAISE
COMMISSION # CC639265
EXPIRES 4/15/2001
BONDED THRU ASA 1-888-NOTARY1

