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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

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LOCAL REPRESENTATIVE TALLAHASSEE

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

1. AMAZON FINANCIAL CORPORATION  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



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Certificate of Status

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/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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98 NOV 10 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/10/98  
[Signature]

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**AMAZON FINANCIAL CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned incorporator for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: **AMAZON FINANCIAL CORPORATION** (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is **1820 NE 163 Street, Suite 101, North Miami Beach, FL 33162.**

THIRD: The Corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the initial registered Agent of the Corporation is: **DAVID L. ZEDECK**, and the registered office is **1820 NE 163 Street, Suite 101, North Miami Beach, FL 33162.**

FIFTH: The name and address of the incorporator of the Corporation is:

**ERETZ MANAGEMENT CORP.**  
**1820 NE 163 Street, Suite 101**  
**North Miami Beach, FL 33162**

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

SEVENTH: The Corporation shall have one (1) director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

**DAVID L. ZEDECK, President**  
**Eretz Management Corp.**  
**1820 NE 163 Street, Suite 101**  
**North Miami Beach, FL 33162**

EIGHTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisition.

TENTH: The corporate existence of the Corporation shall commence on November 10, 1998.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of November, 1998.

ERETZ MANAGEMENT CORP.,  
a Florida corporation (Incorporator)

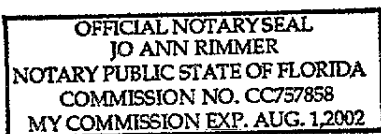
BY: David L. Zedeck  
DAVID L. ZEDECK, President

STATE OF FLORIDA            )  
  ) SS.:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 9 day of November, 1998 by DAVID L. ZEDECK, President of ERETZ MANAGEMENT CORP., a Florida corporation, as Incorporator, who is personally known to me.

Jo Ann Rimmer  
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:   
DAVID L. ZEDECK

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