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P 99 0000 13916

February 9, 1999

Via Federal Express Delivery

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: New Corporation Filing - Conduit Financial Solutions, Inc.  
Our File No.: 2553.2

FILED  
99 FEB 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

400002771894--S  
-02/10/99--01069--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50  
cc c u s

To Whom It May Concern:

Enclosed please find our firm's check no. 10734 made payable to the Florida Department of State in the amount of \$87.50 which represents the filing fee and the fee for a certified copy and a Certificate of Status. Also enclosed is an original and one (1) copy of the Articles of Incorporation for Conduit Financial Solutions, Inc. Please immediately file the new corporation of record and return a certified copy of the Articles of Incorporation and a Certificate of Status to my attention at the address above on this letterhead.

Thank you for your prompt attention to this matter. Please do not hesitate to contact me in the event you have any questions concerning the enclosures.

Very truly yours,

*S. Coleman*

Stephanie Coleman, Legal Assistant to  
Howard S. Toland, Esquire

(954) 467-1300 Ext. 111

Enclosures

F. CHESSEN FEB 12 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**CONDUIT FINANCIAL SOLUTIONS, INC.**

FILED  
99 FEB 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**CONDUIT FINANCIAL SOLUTIONS, INC.**

The address of the principal office of this corporation shall be 1510 SE 17th Street, Suite 300, Fort Lauderdale, Florida 33316, and the mailing address of the corporation shall be the same.

**ARTICLE II- NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having One Dollar (\$1.00) par value per share.

**ARTICLE IV - REGISTERED AGENT**

The name of the initial registered agent and the street address of the registered office are as follows:

Howard S. Toland, Esquire  
HALEY, SINAGRA & PEREZ, P.A.  
One Financial Plaza, Suite 1900  
100 Southeast Third Avenue  
Fort Lauderdale, Florida 33394

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation shall be:

Eric J. Barash  
1510 SE 17th Street, Suite 300  
Fort Lauderdale, Florida 33316

**ARTICLE VII - BOARD OF DIRECTORS**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

**ARTICLE VIII - INITIAL DIRECTOR**

The Corporation shall have one (1) director initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one (1) director, nor more than three (3) directors. The initial director and his titles are as follows:

Initial Director  
Eric J. Barash

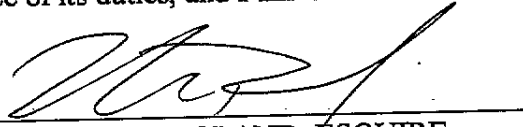
Title  
President, Secretary, Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation this 9th day of February, 1999, at Broward County, Florida.

  
ERIC J. BARASH

**ACCEPTANCE OF REGISTERED AGENT**

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, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and I am familiar with and accept the obligations of my position as registered agent.

  
HOWARD S. TOLAND, ESQUIRE

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FEB 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA