

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 637
Tallahassee, FL 32314

500002755925--6
-01/27/99--01021--009
*****87.50 *****87.50

SUBJECT: bankboard.com, Inc.
(Proposed corporate name - must include suffix)

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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jonathan Glasser
Name (Printed or typed)

1235 Pennsylvania Avenue, Apt. 2A
Address

Miami Beach, FL 33139
City, State & Zip

305-364-4233
Daytime Telephone number

FILED
99 FEB 18 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Banking Approved

2/18

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 1999

JONATHAN GLASSER
1235 PENNSYLVANIA AVE.
APT 2A
MIAMI BEACH, FL 33139

SUBJECT: BANKBOARD.COM, INC.
Ref. Number: W99000002414

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

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

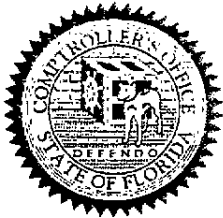
Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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: 599A00004162



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

February 10, 1999

Mr. Jonathan Glasser
1235 Pennsylvania Avenue, 2A
Miami Beach, FL 33139

Dear Mr. Glasser:

Re: "Bankboard.Com, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
bankboard.com, Inc.**

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

The name and initial address of this corporation shall be:

**bankboard.com, Inc.
1235 Pennsylvania Avenue, Unit 2A
Miami Beach, FL 33139**

ARTICLE II

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

ARTICLE III

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

# of Shares Authorized	Par Value Per Share	Class of Stock
100	\$ 1.00	Common

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 this corporation.

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

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at: **1235 Pennsylvania Avenue, Unit 2A, Miami Beach, FL 33139**, 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: **JONATHAN GLASSER**.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereof, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors and officers 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>Title</u>	<u>Address</u>
JONATHAN GLASSER	Director	1235 Pennsylvania Ave., 2A Miami Beach, FL 33139
JONATHAN GLASSER	President	1235 Pennsylvania Ave., 2A Miami Beach, FL 33139
JOE MARZOUCA	Director	6479 NW 38 th Way Boca Raton, FL 33496
JOE MARZOUCA	Vice President	6479 NW 38 th Way Boca Raton, FL 33496
HARVEY SIMON	Director	P.O. Box 25093 Tamarac, FL 33320
HARVEY SIMON	Vice President	P.O. Box 25093 Tamarac, FL 33320

ARTICLE VIII

The name and address of the incorporator is:

**JONATHAN GLASSER
1235 Pennsylvania Avenue, Unit 2A
Miami Beach, Florida 33139**

ARTICLE IX

Private property of the stockholders shall not be subject to the payment of the corporate debts in any extent.

ARTICLE X

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

IN WITNESS WHEREOF, I, the undersigned being the incorporator herein before 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 hereunder set my hand and seal this 24th day of January, 1999.



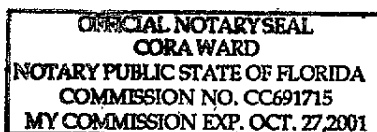
JONATHAN GLASSER

State of Florida)
)
County of Dade)

BEFORE ME, the undersigned authority, personally appeared JONATHAN GLASSER, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 24th day of January, 1999.


Notary Public State of Florida.



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

In compliance with the laws of the State of Florida, the following is submitted:

bankboard.com, Inc. desiring to organize under the laws of the State of Florida, has named JONATHAN GLASSER, 1235 Pennsylvania Avenue, Miami Beach, FL 33139, County of Dade, State of Florida as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in the certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

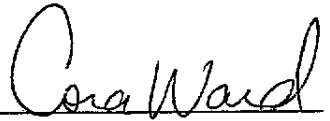
Dated this 24th day of January, 1999.

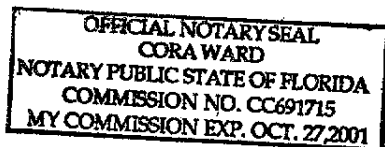

JONATHAN GLASSER
Registered Agent

State of Florida)
)
County of Dade)

BEFORE ME, the undersigned authority, personally appeared JONATHAN GLASSER, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 26th day of January, 1999.


Notary Public State of Florida.



FILED
99 FEB 18 AM 9:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA