

P 990000 28163

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**FISHBACK, DOMINICK, BENNETT, STEPTER,
ARDAMAN, AHLERS & BONUS**

170 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801-2397

G. BEN FISHBACK (1893-1983)

MARK F. AHLERS
A. KURT ARDAMAN
JOHN F. BENNETT
PHILIP F. BONUS
JULIAN K. DOMINICK
KATHRYN S. GRUBER
MICHAEL T. SHERIDAN
CHARLES R. STEPTER, JR.

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*****78.75 *****78.75

March 16, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Financial Corporation of Florida, Inc. - Our File No. F242-12084


Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy	\$ 8.75

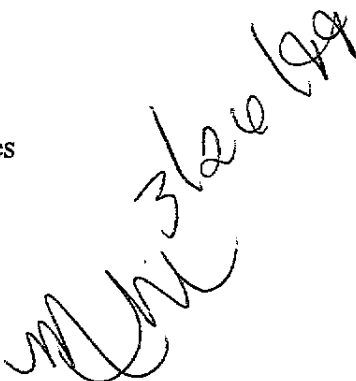
Please return a certified copy of the Articles to the address listed above. If you should have any questions please contact our office.

Sincerely,


Maria A. Crane, Secretary to
A. Kurt Ardaman, Esquire

/mac
Enclosures

FILED
99 MAR 22 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
FINANCIAL CORPORATION OF FLORIDA, INC.**

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99 MAR 22 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) pursuant to Chapter 607 of the Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Corporation is Financial Corporation of Florida, Inc.

ARTICLE II. DURATION

The period of its duration is perpetual, beginning from the date these Articles are filed with the State of Florida, Secretary of State.

ARTICLE III. PURPOSE

The general purpose of the business to be transacted by this Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes it may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue Three Million (3,000,000.00) shares of common stock, all of one class, without any stated par value, which will all be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

A. Each of the shareholders agrees not to sell, transfer, pledge, assign or otherwise in any way dispose of his or her shares unless and until he or she shall have offered to sell his or

her shares to the other shareholders at a fair and reasonable price and terms, but in no event at a higher price or upon more restrictive terms than the shares are offered to third parties.

B. All additional shares of common stock authorized and issued by the Corporation will be subject to the same restrictions regarding transferability as the initial stock.

C. The holders of common shares will be entitled to purchase newly authorized or issued stock proportionate to their respective holdings for a price of at least what the stock would be offered to outside subscribers for, prior to the stock being offered to outside subscribers.

**ARTICLE VI. INITIAL PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The street address of the initial principal office of this Corporation is 170 E. Washington Street, Orlando, Florida 32801.

The initial mailing address of this Corporation is 170 E. Washington Street, Orlando, Florida 32801.

**ARTICLE VII. INITIAL REGISTERED AGENT
OF CORPORATION AND ADDRESS OF REGISTERED AGENT**

The name of the initial registered agent of this Corporation is A. Kurt Ardaman, Esquire, and the address of this initial Registered Agent is 170 E. Washington Street, Orlando, Florida 32801.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation will have three (3) director(s) initially. The number of directors may either be increased or diminished from time to time by the Bylaws but will never be less than one

(1). The name and address of the initial director(s) of this Corporation are:

Jeffrey Bowden

A. Kurt Ardaman

Andrew Asim Ardaman

ARTICLE IX. INCORPORATOR

The name and address of the persons signing these Articles as Incorporator are: Jeffrey Bowden, A. Kurt Ardaman and Andrew Asim Ardaman.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors and the shareholders.

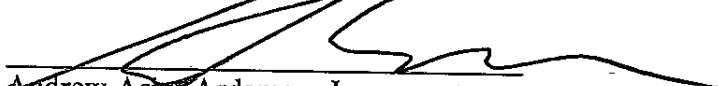
ARTICLE XI. MANAGEMENT BY SHAREHOLDERS

All corporate powers will be exercised by or under the authority of, and the business affairs of this Corporation will be managed under the direction of, the shareholders of this Corporation.

DATED: March 16, 1999.


A. Kurt Ardaman, Incorporator

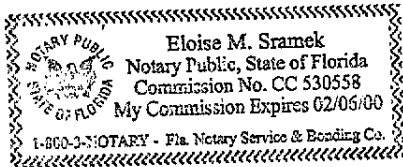

Jeffrey Bowden, Incorporator


Andrew Asim Ardaman, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of March, 1999, by A. Kurt Ardaman, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.


(Signature of Notary Public - State Florida)



Eloise M. Sramek

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF Alachua

The foregoing instrument was acknowledged before me this 11th day of March, 1999, by **Jeffrey Bowden**, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.

Mary Poindexter
(Signature of Notary Public - State Florida)

Mary Poindexter

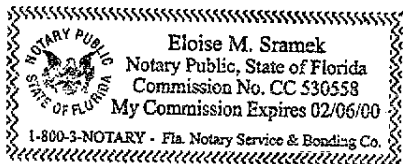
(Print, Type, or Stamp Commissioned Name of Notary Public)



Personally Known _____ OR Produced Identification Alachua
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of March, 1999, by **Andrew Asim Ardaman**, who is described as Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to such Articles of Incorporation for the purposes therein described.



Eloise M. Sramek
(Signature of Notary Public - State Florida)

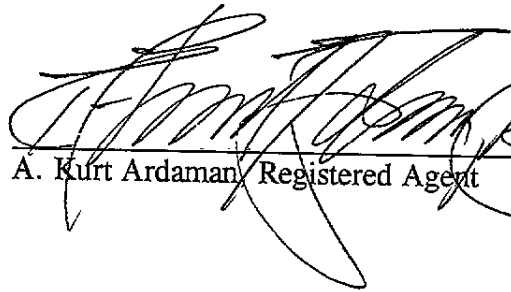
Eloise M. Sramek

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

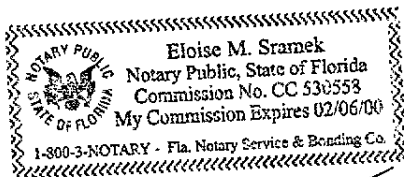
ACCEPTANCE OF DUTIES OF REGISTERED AGENT

I HEREBY ACCEPT the designation, duties, and responsibilities as REGISTERED AGENT of Financial Corporation of Florida, Inc., and agree to comply with all provisions of the Florida Statutes, and/or any other applicable laws related thereto.


A. Kurt Ardaman, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of March, 1999, by **A. Kurt Ardaman**, described as the REGISTERED AGENT for Financial Corporation of Florida, Inc., and who executed the foregoing designation as REGISTERED AGENT for the purposes therein expressed.




(Signature of Notary Public - State Florida)

Eloise M. Sramek
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

FILED
99 MAR 22 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA