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OF COUNSEL:
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REPLY TO:
Miami

May 10, 1999

VIA FEDERAL EXPRESS

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

Re: Medallion Financial Services, Inc.

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

Dear Processing Clerk:

Enclosed please find original Articles of Incorporation of Medallion Financial Services, Inc., Certificate of Registered Agent, and our check in the amount of \$78.75.

Please file these Articles and return a certified copy of the filing in the envelope provided.

Thank you for your prompt attention to this matter.

Very truly yours,

KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

By:

RS Ross
Roxanna S. Ross, Legal Assistant

Enclosures

cc: Eliot C. Abbott, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-14-99

ARTICLES OF INCORPORATION
OF
MEDALLION FINANCIAL SERVICES, INC.

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

Article I
Name

The name of the corporation is Medallion Financial Services, Inc.

Article II
Principal Office and Mailing Address

The address of the corporation's principal office and mailing address is c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 South Biscayne Boulevard, Suite 1700, Miami, FL 33131.

Article III
Duration and Commencement of Corporate Existence

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

Article IV
Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

Article V
Capital Stock

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is

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TALLAHASSEE, FLORIDA

authorized to have outstanding is 5,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

Article VI
Initial Registered Agent and Office

The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, INC. The street address of the corporation's initial registered office is 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

Article VII
Initial Board of Directors

The initial Board of Directors shall be comprised as follows:

Gary Rosenberg
1300 Stillwater Drive
Miami Beach, FL 33141

Article VIII
Initial Officers

The initial Officers are as follows:

Gary Rosenberg
1300 Stillwater Drive President / Secretary / Treasurer
Miami Beach, FL 33141

Article IX
Incorporator

The name and address of the Incorporator of the corporation is Eliot C. Abbott, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 S. Biscayne Boulevard, 17th Floor, Miami, FL 33131.

Article X
Bylaws

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

Article XI
Indemnification

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of June, 1999.



ELIOT C. ABBOTT, Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

MEDALLION FINANCIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Medallion Financial Services, Inc., with its principal office, as indicated in its Articles of Corporation, has named **Miami Center Registered Agents, Inc.** located at 1700 Miami Center, 201 South Biscayne Boulevard, Miami , Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this ____ day of June, 1999.

MIAMI CENTER REGISTERED AGENTS, INC.

By: _____

Elliot C. Abbott, V.P.