



THE UNITED STATES  
CORPORATION  
COMPANY

P9900062586

FILED

99 JUN 11 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 271707 7183231

AUTHORIZATION :

*Patricia Piggitt*

COST LIMIT : \$ 70.00

ORDER DATE : June 11, 1999

EFFECTIVE DATE

*6-10-99*

ORDER TIME : 1:07 PM

ORDER NO. : 271707-005

CUSTOMER NO: 7183231

300002902173--7

CUSTOMER: Mark R. Osherow, Esq  
MARK R. OSHEROW, P.A.  
MARK R. OSHEROW, P.A.  
Stanford Corporate Plaza  
7900 Glades Road, Ste 650  
Boca Raton, FL 33434

DOMESTIC FILING

NAME: BANKERS USA <sup>MARKETING</sup> ~~COM~~, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUN 11 PM 1:47

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*PH 7/14/99*  
*W99-15756*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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99 JUL 13 PM 3:52

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 11, 1999

CSC NETWORKS

SUBJECT: BANKERS USA.COM, INC.  
Ref. Number: W99000013736

We have received your document for BANKERS USA.COM, INC. and the authorization to debit your account in the amount of \$70.00. 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) 410-9111.

**RESUBMIT**

Please give original  
submission date as file date.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00031711

Jun 30 99 02:30p

Mark R. Osherow

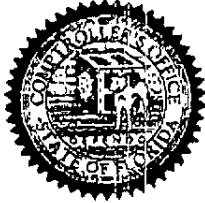
(561) 477-3661

p.2

JUN-30-1999 09:01

DIVISION OF BANKING

850 410 9548 P.02/02



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

June 29, 1999

Mark R. Osherow, P.A.  
Law Offices  
Parkway Center  
Stanford Corporate Plaza  
Suite 650  
7900 Glades Road  
Boca Raton, Florida 33343

Dear Mr. Osherow:

Re: "Bankers USA Marketing, 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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE

6-10-99

Bankers USA Marketing, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Bankers USA Marketing, Inc.

ARTICLE II

The existence of the corporation shall begin on June 10, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### ARTICLE V

The initial street address of the Corporation's principal office is 1515 North Federal Highway, Suite 300, Boca Raton, Florida 33432. The initial registered agent for the Corporation Mark R. Osherow, Esq., 7900 Glades Road, Suite 650, Boca Raton, FL 33434.

#### ARTICLE VI

The initial board of directors shall consist of one (1) member. The name(s) and address of the person(s) who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
Steven P. Allen	594 Rambling Drive Cir. West Palm Beach, FL 33414

#### ARTICLE VII

The name(s) and street address of the person(s) signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Steven P. Allen	594 Rambling Drive Cir. West Palm Beach, FL 33414

#### ARTICLE VIII

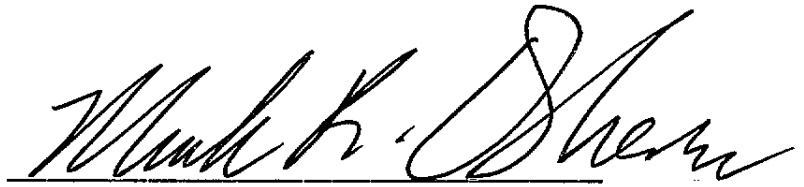
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 1999.

  
\_\_\_\_\_  
Name: Steven P. Allen

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bankers USA Marketing, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S 607.0501(3).



Name: Mark R. Osherow

Date: July 7, 1999

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99 JUN 11 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA