

Charter Number Only

9/27/99

ABM Financial Services

Requestor's Name  
2855 University Dr. #310

Address  
Coral Springs, FL 33065

City State Zip Phone

VALIDATION ONLY

200002998782--1  
-09/28/99--01010--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

ADAM Financial Services, INC.

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name	
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RECEIVED  
99 SEP 28 11 51 AM  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
99 SEP 28 AM 11:26  
FILED

**ARTICLES OF INCORPORATION  
OF  
ADAM FINANCIAL SERVICES, INC.**

**FILED**  
99 SEP 28 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - Name and Address**

The name and address of this Corporation is:

ADAM FINANCIAL SERVICES, INC.  
10410 ISLANDER DRIVE  
BOCA RATON, FL 33498

**ARTICLE II - Duration**

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III - Purpose**

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

#### **ARTICLE IV - Capital Stock**

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### **ARTICLE V - Initial Capital**

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### **ARTICLE VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be come without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 10410 Islander Drive, Boca Raton, FL 33498. The name of the Initial Registered agent of this corporation at that address is Ilyce J. Barish.

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**ARTICLE VI11 - Initial Board of Directors**

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

Ilyce J. Barish

These Officers shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified.

**ARTICLE IX - Incorporator**

The name and address of the person signing these Articles of Incorporation is:

Ilyce J. Barish  
10410 Islander Drive  
Boca Raton, Florida 33498

**ARTICLE X - Indemnification**

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE X11 - Restrictions on Transfer of Stock**

Shares held by the initial shareholders may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

#### **ARTICLE X111 - Calling of Special Meetings**

Special meetings of Shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

#### **ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and business affairs of this corporation shall be managed under the direction of the Board of Directors of the Corporation.

#### **ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

#### **ARTICLE XVII - Director Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

**ARTICLE XV111 - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

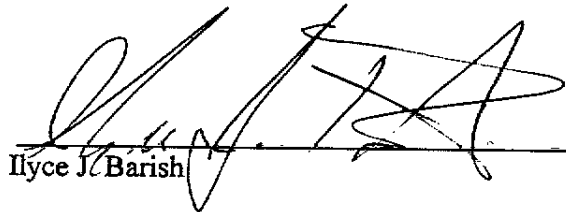
**ARTICLE XX - Dividends**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these  
Articles of Incorporation at Coral Springs, Florida on this 24th day of  
September 1999 for the uses and purposes aforesaid.

  
Ilyce J. Barish



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: Adam Financial Services, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Boca Raton, County of Palm Beach, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this certificate, I hereby accept to act in this capacity, and agree to comply with provision of said Act relative to keeping open said office.

By: 

Illyce J. Barish

**FILED**  
99 SEP 28 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA