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**FLORIDA NON-PROFIT CORPORATION**

**Turnaround Management Association of Florida, Inc.**

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 1, 2001

ARNOLD MATHENY & EAGAN, P.A.

SUBJECT: TURNAROUND MANAGEMENT ASSOCIATION OF FLORIDA, INC.  
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**ARTICLES OF INCORPORATION  
OF  
TURNAROUND MANAGEMENT ASSOCIATION OF FLORIDA, INC.**

The undersigned, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

**ARTICLE I**

The name of this Corporation is Turnaround Management Association of Florida, Inc. Its mailing address is:

c/o Bankers Mutual Capital Corporation  
847 Sanctuary Cove Drive  
North Palm Beach, Florida 33410

**ARTICLE II**

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized is as a business league of professionals engaged in the corporate renewal and turnaround process and as the Central Florida Chapter of the Turnaround Management Association, as an association without profit and for the sole and exclusive benefit of its members, all in a manner consistent with requirements of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

The Corporation is organized exclusively for charitable, educational, and scientific purposes. The Corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation law.

**ARTICLE III**

The Corporation hereby incorporates by reference any and all corporate powers

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given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

## ARTICLE IV

The membership of the Corporation shall be composed of four (4) different classes; as follows: (a) practitioner members, (b) associate members, (c) academic members, and (d) student members. All members shall have voting rights except student members shall have no voting privileges. The initial Board of Directors shall constitute the initial membership of this Corporation and each Director shall remain a member as long as he holds office.

## ARTICLE V

This Corporation is to exist perpetually.

## ARTICLE VI

The name and address of the subscribing incorporator to these Articles is as follows:

Arthur R. Louv  
c/o Arnold, Matheny & Eagan, P.A.  
801 North Magnolia Avenue, Suite 201  
Orlando, Florida 32803

## ARTICLE VII

The affairs of the Corporation are to be managed by a President, Treasurer, and Secretary, who shall be appointed at an annual meeting by the Board of Directors and serve, for such period of time as authorized by the Directors. Additional officers, such as Vice-Presidents, Treasurer, Assistant Treasurers and Assistant Secretaries, may also be elected in the discretion of the Board of Directors. The names of the officers who shall serve until their successors are elected by the Board of Directors are:

Christopher A. Curtin	President
Roger P. Allen	Vice President
Timothy J. Fries	Vice President
James Lininger	Vice President
Lunelle Siegel	Vice President
Jeffrey Silverstein	Vice President
Roger Welker	Vice President
Steve Wyatt	Vice President
Arthur R. Louv	Secretary
Harry Christenson, III	Treasurer

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#### ARTICLE VIII

Section 1. The number of Directors constituting the initial Board of Directors of the Corporation is twenty (20) and the names and addresses of the persons who are to serve as initial Directors are set forth in Schedule A.

Section 2. The number of Directors which constitutes the Board of Directors may be increased or decreased as provided in the By-Laws of the Corporation; provided however, in no event shall the number of Directors be less than ten (10) nor more than twenty five (25).

#### ARTICLE IX

Section 1. A majority of the Directors of the Corporation identified in Schedule A shall adopt By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. The By-Laws, once adopted, may be amended, altered or repealed and/or adopted by the Directors as provided in the By-Laws so adopted from time to time by the Directors of the Corporation.

#### ARTICLE X

The Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

#### ARTICLE XI

All officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceedings, his own knowing violation of provisions of law. The Corporation may purchase and maintain insurance on behalf of all officers and Directors against or incurred by them in their capacity as officers or Directors or arising out of their status as such.

#### ARTICLE XII

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended.

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Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE XIII

Section 1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

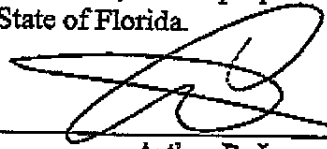
ARTICLE XIV

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: Arnold, Matheny & Eagan, P.A.

Registered Office: 801 North Magnolia Avenue, Suite 201  
Orlando, Florida 32803

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, has hereunto set my hand and seal, this 1<sup>st</sup> day of March, 2001, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Arthur R. Louv

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That TURNAROUND MANAGEMENT ASSOCIATION, FLORIDA, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Orlando, County of Orange, State of Florida has named:

Arnold, Matheny & Eagan, P.A.

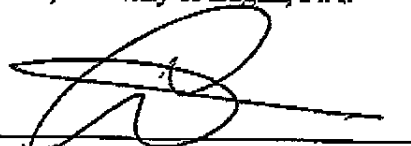
As its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Arnold, Matheny & Eagan, P.A.

By:

  
Arthur R. Louv

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SCHEDULE A

Address, Email & Phone Report	
<p><b>Name &amp; Address</b> Arthur Louw Secretary Arnold, Matheny &amp; Eagan, P.A. 801 N Magnolia Ave., Suite 201 PO Box 2967 Orlando, FL 32802</p>	<p><b>Phone Number(s)</b> (407)841-1550 (407)841-8746 Fax</p>
<p><b>Name &amp; Address</b> Christopher A. Curlin President Bankers Mutual Capital Corporation 847 Sanctuary Cove Drive North Palm Beach, FL 33410</p>	<p><b>Phone Number(s)</b> (561)882-1331 (800)927-8852 (561)758-6286 Cell (561)882-1334 Fax</p>
<p><b>Name &amp; Address</b> Timothy J. Fries Vice President Capital Business Credit 4190 Belfort Road Suite 200 Jacksonville, FL 32216</p>	<p><b>Phone Number(s)</b> (904)996-3044 (904)613-4488 Cell (904)371-3521 Fax</p>
<p><b>Name &amp; Address</b> J. Tim Pruban Membership Focus Management Group 202 South 22th Street Suite 210 Tampa, FL 33605</p>	<p><b>Phone Number(s)</b> (813)242-8902 (813)242-4313 Fax</p>
<p><b>Name &amp; Address</b> Frank M. Mock Board Member Baker &amp; Hostetler LLP 200 South Orange Avenue Orlando, FL 32802-0112</p>	<p><b>Phone Number(s)</b> (407)649-4058 (407)649-4000 (407)841-0168 Fax</p>
<p><b>Name &amp; Address</b> L. Alan Schaffer Board Member Bionet Technologies, Inc. 2035 Staysail Lane Jupiter, FL 33477</p>	<p><b>Phone Number(s)</b> (561)745-1949 (561)745-1949 Fax</p>
<p><b>Name &amp; Address</b> James Linniger Vice President Receivable Mgmt Services CIT Commercial Services 8646 NW 54th Street Coral Springs, FL 33067</p>	<p><b>Phone Number(s)</b> (954)575-1130 (800)759-8352 130490 (954)341-4871 Fax</p>
<p><b>Name &amp; Address</b> Gary Jaggard Membership GE Capital-Business Credit 2693 Ulmerton Road Clearwater, FL 33762</p>	<p><b>Phone Number(s)</b> (727)592-0727 102 (727)592-0627 Fax</p>



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**Address, Email & Phone Report**

<p><b>Name &amp; Address</b>                  Jeffrey Silverstein                  Vice President                  Garber Trade Finance, Inc.                  3111 N. University Drive                  Suite 621                  Coral Springs, FL 33085</p>	<p><b>Name &amp; Address</b>                  Henry Garcia                  Special Events                  Gulf Atlantic Capital Corporation                  2701 N. Rocky Point Drive                  Suite 330                  Tampa, FL 33607</p>
<p><b>Name &amp; Address</b>                  Harry Christenson, III                  Treasurer                  Integra Group                  1584 Rockdale Loop                  Heathrow, FL 32746</p>	<p><b>Name &amp; Address</b>                  Roger P. Allen                  Vice President                  LSC Funding Group, LC                  One South Orange Ave                  Suite 405                  Orlando, FL 32801</p>
<p><b>Name &amp; Address</b>                  Michael E. Picard                  Board Member                  PNC Business Credit                  300 South Orange Avenue                  Suite 1500                  Orlando, FL 32801</p>	<p><b>Name &amp; Address</b>                  Sandra Montico                  Presidential Financial Corp-FL                  14499 N Dale Mabry Hwy                  South Bldg, Suite 280-S                  Tampa, FL 33618</p>
<p><b>Name &amp; Address</b>                  Thomas H. Hicks                  Membership                  Renaissance Partners, LLC                  3500 Gateway Drive                  Suite 101                  Pompano Beach, FL 33069</p>	<p><b>Name &amp; Address</b>                  Lunelle Siegel                  Vice President                  Sysran Financial Services Corp.                  1211 N. Westshore Blvd                  Suite 900                  Tampa, FL 33607</p>

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 (321)409-2651 Condo  
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 (813)230-5632 Cell  
 (813)961-2193 Fax

renpartk@icaneet.net

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 (954)971-1922 Fax

lsiegel@ftc.textron.com

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 (813)625-3348 Cell  
 (813)837-1599 Home  
 (813)207-2083 Fax

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**Address, Email & Phone Report**

<p><b>Name &amp; Address</b>                  Roger Welker                  Vice President                  The CIT Group                  801 Brickell Ave                  Suite 919                  Miami, FL 33131</p>	<p><b>Name &amp; Address</b>                  Steve Wyatt                  Vice President                  Transcap Trade Finance                  550 North Reo Street                  Suite 300                  Tampa, FL 33609</p>
<p><b>Phone Number(s)</b>                  (305)495-9824                  (305)789-6751 Fax</p>	<p><b>Phone Number(s)</b>                  (813)261-2774                  (813)205-8969 Cell                  (813)261-2775 Fax</p>
<p><b>Name &amp; Address</b>                  James McArthur                  Board Member                  Web Tank Inc.                  109 N. Brush St                  Suite 100                  Tampa, FL 33602</p>	<p><b>Phone Number(s)</b>                  (813)835-9000 106                  (813)624-2747 Cell                  (813)316-0538 Fax</p>
<p><b>Name &amp; Address</b>                  David Nelson                  Special Events                  Wells Fargo Business Credit, Inc.                  4701 NW 7th Manor                  Margate, FL 33063</p>	<p><b>Phone Number(s)</b>                  (954)974-5229                  (954)974-6029 Fax</p>
<p><b>Email</b>                  rwelker@citgroup.com</p>	<p><b>Email</b>                  scwyatt@mindspring.com</p>
<p><b>Email</b>                  jcm@webtankinc.com</p>	<p><b>Email</b>                  david.h.nelson@wellsfargo.com</p>

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