

TRUST COMPANIES OF AMERICA, INC.

201 Center Rd., Suite 2
Orlando, Florida 32802
(407) 493-3600

P95000038908

May 11, 1995

Department of State
State of Florida
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED DEPT. OF STATE
MAY 11 1995
122.50 122.50

Attention: Bobbie Eldridge

Dear Ms. Eldridge:

Please find enclosed the original copy of Articles of Incorporation for the above company, signed by the subscriber, as required. Also enclosed is a Designation of Registered Agent, as required by law, along with a check in the amount of \$122.50 to cover all costs to register this corporation in the State of Florida as a resident corporation.

A certified copy of the Articles is hereby requested.

Also, please find enclosed is a letter from the State Banking Authority in regards to our using the word "Trust" in our name.

If there is anything further you require to complete and approve this application and registration please advise.

Respectfully,


Roland G. Caldwell, Jr.

Enclosures

RA 5-724
Dmc
5/17/95

FILED
95 MAY 17 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

May 2, 1995

Mr. Roland G. Caldwell
Caldwell Trust Company
201 Center Road
Venice, Florida 34292

Re: "Trust Companies of America, Inc."

Dear Mr. Caldwell:

On March 27, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on April 7, 1995, for 21 days until April 28, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Mr. Roland G. Caldwell
May 2, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Trust Companies of America, Inc."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
TRUST COMPANIES OF AMERICA, INC.

FILED
MAY 17 11:10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

TRUST COMPANIES OF AMERICA, INC.

SECOND: The corporation may engage in any lawful activity or business permitted under laws the State of Florida or of the United States or any of its individual states.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Thirty Million (30,000,000) shares of common stock having a par value of US\$.01 (one-cent) per share.

FOURTH: The amount of capital with which this corporation will begin business will be not less than Five Hundred (\$500.00) Dollars.

FIFTH: The corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this corporation in the State of Florida is:

201 Center Road
Venice, Florida 34292

SEVENTH: This corporation shall have nine (9) directors initially. The number of directors may be increased or decreased by By-Laws adopted by the Board of Directors at any time from time to time.

EIGHTH: The name and street address of the members of the first Board of Directors and subscribers to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Roland G. Caldwell	4910 Lemon Bay Drive Venice, Florida 34293
Roland G. Caldwell, Jr.	431 Airport Ave #208 Venice, Florida 34285
Jack F. Meyerhoff	20 Inlets Blvd Nokomis, Florida 34275
Lloyd E. O'Meara	48 Palmetto Court Venice, Florida 34285
J. Sam Booth	127 Inlets Blvd Nokomis, Florida 34275
Edmund B. Campbell, Jr.	951 Inlet Circle Road Venice, Florida 34285
Herbert S. Howes	3448 Brookridge Lane Parrish, Florida 34219
Judith Wilcox	324 Sunrise Road Nokomis, Florida 34275
Jo M. Teague, Jr.	848 Carnoustie Drive Venice, Florida 34293

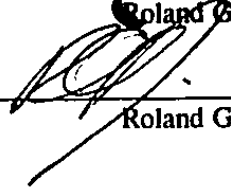
IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5th day of May, 1995.

Witness

Edwin A. Lewis

Sam Willis

 (SEAL)
Roland G. Caldwell

 (SEAL)
Roland G. Caldwell, Jr.

Witness

Lyn Deasull

Jack F. Meyerhoff (SEAL)
Jack F. Meyerhoff

Lyn Deasull

J. Sam Booth (SEAL)
J. Sam Booth

W. Golden

L. E. O'Meara (SEAL)
Lloyd E. O'Meara

Karen Fieds

Edmund B. Campbell, Jr. (SEAL)
Edmund B. Campbell, Jr.

Karen Fieds

Herbert S. Howes (SEAL)
Herbert S. Howes

Karen Fieds

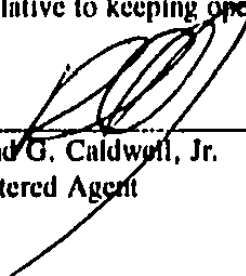
Judith Wilcox (SEAL)
Judith Wilcox

Catherine A. Teague

Jo M. Teague, Jr. (SEAL)
Jo M. Teague, Jr.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **TRUST COMPANIES OF AMERICA, INC.**, at a place designated to be the office of the corporation at 201 Center Road, Venice, Florida 34292, I, Roland G. Caldwell, Jr., hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Roland G. Caldwell, Jr.
Registered Agent

(SEAL)
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 17 11 10:05
FILED

TRUST COMPANIES OF AMERICA, INC.

201 Center Road
Venice, FL 34292
(813) 485-0654

P 95 0000 38908

June 22, 1995

100001528231
-06/30/95--01044--002
*****43.75 *****43.75

Ms. Carol Mustain
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendment to TRUST COMPANIES OF AMERICA, INC.
Document Number P95000038908.

Dear Ms. Mustain:

Please find enclosed an Article of Amendment to the Articles of Incorporation for TRUST COMPANIES OF AMERICA, INC., a Florida corporation, and a check in the amount of \$43.75 (\$35 filing fee plus \$8.75 for Certificate of Good Standing) to process the amendment and the issuing of a Certificate of Good Standing.

If there are any questions or problems, please call me at (800) 338-9476.

Sincerely,


Kelly Caldwell

Encl

FILED
95 JUN 26 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes:
OK
Amend
Carol Mustain
P95000038908

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
TRUST COMPANIES OF AMERICA, INC.**

The Articles of Amendment are executed by the undersigned director pursuant to Florida State 607.1006, to show:

FIRST: The name of the corporation is TRUST COMPANIES OF AMERICA, INC.

SECOND: Article III is replaced with:

" **3.01 SHARE STRUCTURE.** The aggregate number of shares that the corporation is authorized to issue is Thirty Million (30,000,000) shares, as follows:

	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common	5,000,000	\$0.01
Common	24,000,000	\$0.01
Preferred	1,000,000	\$100.00

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JUN 26 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.02 PREFERENCES, LIMITATIONS AND RIGHTS. The preferences, limitations and relative rights in respect of all shares may be determined by the Board of Directors of this corporation pursuant to the provisions of Chapter 607, Florida Statutes."

THIRD: This amendment is adopted on June 20, 1995.

FOURTH: This amendment was approved by the incorporating Directors prior to any issuance of shares.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of June, 1995.

TRUST COMPANIES OF AMERICA, INC.

Kary-Ann
Witness

BY: *[Signature]*
Roland G. Caldwell, Jr.
Director