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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/05/98--01034--021
*****70.00 *****70.00

SUBJECT: Merchant Banking Services of America Inc.

Enclosed is and original and one (1) copy of articles of incorporation and a check for :

\$70.00
Filing Fee

FROM: Gerard R. McLaughlin Jr.
107 Sharwood Drive
Naples, FL 34110

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -5 AM 10:16

F. CHESSEY OCT 7 1998



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

September 24, 1998

Mr. Jerry McLaughlin
5555 Taylor Road, Building C
Naples, FL 34109

Dear Mr. McLaughlin:

Re: "Merchant Banking Services of America, 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 your 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
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

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

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Merchant Banking Services of America Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5555 C Taylor Rd.
Naples, FL 34109

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Gerard R. McLaughlin Jr.
107 Sharwood Drive
Naples, FL 34110

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Gerard R. McLaughlin Jr.
107 Sharwood Drive
Naples, FL 34110

Gerard R. McLaughlin Jr.
Signature/Incorporator

9/18/98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Gerard R. McLaughlin Jr.
Signature/Registered Agent

9/18/98
Date

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