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**FLORIDA PROFIT CORPORATION OR P.A.**

**MELLOR FINANCE COMPANY, INC.**

Certificate of Status	0
Certified Copy	1
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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

April 18, 2000

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SUBJECT: MELLOR FINANCE COMPANY, INC.  
REF: W00000009972

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CORRECTION  
4-18-00

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**ARTICLES OF INCORPORATION**  
**OF**  
**MELLOR FINANCE COMPANY, INC.**

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**ARTICLE I**

The name of the corporation is Mellor Finance Company, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in the finance industry and other purpose authorized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE V - 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 his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is

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offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation shall be 9091 N.W. 27 Avenue, Miami, FL 33147, and the name of the initial registered agent at that address of this corporation shall be Robert W. Mellor.

**ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Lana G. Mellor  
President/Secretary/Treasurer  
9091 N.W. 27 Avenue  
Miami, FL 33147

Robert W. Mellor  
Vice-President  
9091 N.W. 27 Avenue  
Miami, FL 33147

**ARTICLE VIII - INCORPORATOR**

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

Robert W. Mellor  
Vice-President  
9091 N.W. 27 Avenue  
Miami, FL 33147

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**ARTICLE IX - BYLAWS**

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

**ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by the law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation this 13 day of April, 2000.

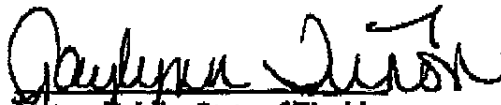
MELLOR FINANCE COMPANY, INC.

  
By: ROBERT W. MELLOR  
Incorporator

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

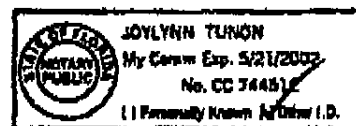
BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the  
State and County aforesaid, personally appeared ROBERT W. MELLOR, <sup>Produced Colorado DL # 92-154-5084</sup> known to me to be the  
person described in and who executed the foregoing Articles of Incorporation, and he acknowledged  
before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and  
County aforesaid this 13 day of April, 2000.

  
Notary Public, State of Florida,  
At Large

My Commission Expires:

5/21/2002



Affiant is personally known by me.

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

\_\_\_\_\_

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

First, that MELLOR FINANCE COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, Dade County, Florida, has named ROBERT W. MELLOR, located at 9091 N.W. 27 Avenue, Miami, FL 33147, County of Dade, 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 stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ROBERT W. MELLOR  
Resident Agent

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