

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 800-342-8062 • Fax (850) 222-1222

P000000061144

High Mark Securities, Inc.

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*****70.00 *****70.00

☒ Art of Inc. File *Photo*
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☒ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier *T. Burch*

FILED
00 JUN 23 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 23 AM 10:31
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *LM* *6/23* *9:50*

Name _____

Date _____

Time _____

Walk-In _____ Will Pick Up _____

ASSIGNMENT AND RELEASE OF CORPORATE NAME

THIS ASSIGNMENT made this 20 day of June 2000.

WHEREAS Michael J. Ivan Jr., in his capacity as Organizer of High Mark Securities, L.L.C. filed Articles of Organization for High Mark Securities, L.L.C. on December 3, 1999 and was assigned document number L99000008431; and

WHEREAS the principals of High Mark Securities, L.L.C., on whose behalf the Articles of Organization were filed, wish to do business as a corporation under the laws of the State of Florida as opposed to a Limited Liability Company; and

WHEREAS the principals of High Mark Securities, L.L.C. are filing the attached Articles of Incorporation for High Mark Securities Inc.

NOW THEREFORE for valuable consideration, the sufficiency of which is hereby acknowledged, Michael J. Ivan, Jr. hereby releases any interest in the name High Mark Securities and assigns to Heath A. Lehman and John J. Pennochio as incorporators of High Mark Securities, Inc. all his right title and interest in the name High Mark Securities.

IN WITNESS WHEREOF the undersigned organizer has executed the foregoing Assignment and Release of Corporate name.


Michael J. Ivan, Jr.

STATE OF FLORIDA
COUNTY OF Duval

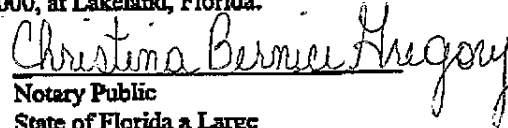
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Michael J. Ivan, Jr., who ☒ is personally known to me or who ☐ has produced _____ as identification.

WITNESS my hand and official seal this 20th day of June, 2000, at Lakeland, Florida.

(NOTARIAL SEAL)



Christina Bernice Gregory
MY COMMISSION # CC586328 EXPIRES
September 18, 2000
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public
State of Florida a Large
My Commission Expires: 9/18/00

**ARTICLES OF INCORPORATION
OF
HIGH MARK SECURITIES, INC.**

FILED
00 JUN 23 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is High Mark Securities, Inc.

**ARTICLE II - Principal Office
and Mailing Address of the Corporation**

The address of the principal office of the corporation and its mailing address is 500 South Florida Avenue, Suite 240, Lakeland, FL 33801.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 240 Lakeland, FL 33801
Heath A. Lehman	500 South Florida Avenue, Suite 240 Lakeland, FL 33801

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation are:

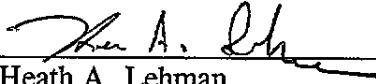
<u>Name</u>	<u>Address</u>
John J. Pennachio	500 South Florida Avenue, Suite 240 Lakeland, FL 33801
Heath A. Lehman	500 South Florida Avenue, Suite 240 Lakeland, FL 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 500 South Florida Avenue, Suite 240; Lakeland, FL 33801 and the name of the initial registered agent of the corporation at that address is John J. Pennachio.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this ____ day of June, 2000.

 (SEAL)
John J. Pennachio

 (SEAL)
Heath A. Lehman

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John J Pennachio and Heath A. Lehman, who [] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this ____ day of June, 2000, at Lakeland, Florida.

(NOTARIAL SEAL)

Notary Public
State of Florida at Large
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

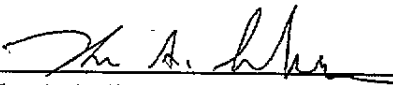
FILED
00 JUN 23 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following
is submitted:

HIGH MARK SECURITIES, with its place of business at 500 South Florida Avenue, Suite
240; Lakeland, FL 33801, has named John J. Pennachio located at 500 South Florida Avenue, Suite
240; Lakeland, FL 33801, as its agent to accept service of process within Florida.

Dated: June _____, 2000.


Heath A. Lehman
Vice President

Having been named to accept service of process for the above-stated corporation at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General
Corporation Act.

Dated June _____, 2000.


John J. Pennachio
Registered Agent