



P01000087755

FILED
01 SEP - 4 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 455773 9104A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 2001

ORDER TIME : 11:0 AM

ORDER NO. : 455773-005

CUSTOMER NO: 9104A

CUSTOMER: Mr. Richard O. Jacobs
Holland & Knight LLP

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

600004567556--2

EFFECTIVE DATE
08-31-01

DOMESTIC FILING

NAME: UF MERCHANT BANKING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: _____

RECEIVED
01 SEP - 4 AM 11: 26
DIVISION OF CORPORATION

J. BRYAN SEP - 4 2001

J. BRYAN SEP - 7 2001

W01-20523



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 4, 2001

RECEIVED
DEPARTMENT OF STATE
DIVISION OF BANKING
2001 SEP 11 11:31
TO ACKNOWLEDGE
SUFFICIENT FOR FILING

CSC

SUBJECT: UF MERCHANT BANKING, INC.
Ref. Number: W01000020523

We have received your document for UF MERCHANT BANKING, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

**DEPARTMENT OF BANK AND FINANCE
DIVISION OF BANKING**

CORPORATE NAME APPROVAL REQUEST

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for the Department to consider your request for approval to use "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in your corporate title, and issue a no objection letter, please provide the following information:

The corporate name proposed is:

The nature of the business to be transacted:

The proposed business will be located at:

RESUBMIT
Please give original
submission date as file date.

List the principals involved in the proposed company:

Return to:
Director, Division of Banking
101 East Gaines St., Suite 636
Tallahassee, FL 32399-0350
(850) 410-9111
(850) 410-9548 (fax)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 701A00049896

**ARTICLES OF INCORPORATION
OF**

UFMB Corp.

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607, with an effective date of August 31, 2001.

ARTICLE I.

NAME

The name of this Corporation is UFMB Corp.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is: Suite 200, 333 Third Avenue North, St. Petersburg, FL 33701.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Neil Savage

Address: Suite 200, 333 Third Avenue North, St. Petersburg, FL
33701

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Neil Savage

Address: Suite 200, 333 Third Avenue North, St. Petersburg, FL
33701

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

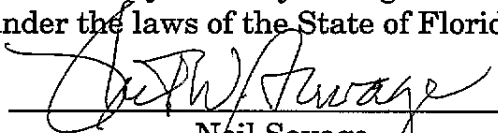
ARTICLE V.

CAPITAL STOCK

A. This Corporation is authorized to issue 10,000,000 shares of \$0.001 par value common stock and 5,000,000 shares of \$0.001 par value preferred stock.

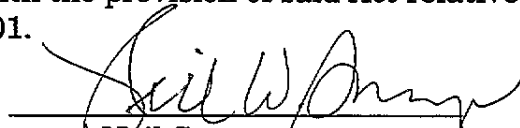
B. The shares of the preferred stock may be issued from time to time as a class without a series or if so determined by the Board of Directors, either in whole or in part in one or more series. The Board of Directors is granted and vested with the authority to fix and determine by resolution the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions of the rights, if any, including specifically, but not limited to, the dividend rights, conversion rights, redemption rights, and liquidation preferences, if any, of any wholly unissued series of the preferred stock (or the entire preferred stock if none of the shares have been issued), the number of shares constituting any preferred stock series and the terms and conditions of the issue of the preferred stock. In accordance with the requirements of the Florida Business Corporation Act, prior to the issuance of any shares of preferred stock, this Corporation shall deliver to the Secretary of State of Florida for filing articles of amendment, which are effective without shareholder action, meeting the requirements of Section 607.0602(4), or its then successor provision.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this thirty-first day of August 2001, for the purpose of organizing this Corporation under the laws of the State of Florida.


Neil Savage

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office. Date: August 31, 2001.


Neil Savage