

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO1000102258**

First Banc Capital, Inc.

200004629682- 6

-10/10/01--01029--010

\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

**FILED**  
01 OCT 10 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**RECEIVED**  
01 OCT 10 AM 10:44  
DIVISION OF CORPORATION

J. BRYAN OCT 10 2001

8/10/23

W01-23531

Signature

Requested by:

Name

10/10/01  
Date

10:07  
Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 10, 2001

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST., STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: FIRST BANC CAPITAL, INC.  
Ref. Number: W01000023531

RECEIVED  
01 OCT 22 PM 1:28  
BANKING DIVISION  
TALLAHASSEE, FLORIDA

We have received your document for FIRST BANC CAPITAL, INC. and your check(s) totaling \$78.75. 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

**RE-SUBMIT**  
**PLEASE OBTAIN THE ORIGINAL**  
**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: 101A00056475

**ARTICLES OF INCORPORATION  
OF**

**MGSI Financial Services, Inc.**

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I  
NAME**

The name of this corporation is **MGSI Financial Services, Inc.**

**ARTICLE II  
PURPOSE**

This corporation may engage in any activity or business permitted under the United States and of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock of 1.00 Dollar per share par value.

**ARTICLE IV  
DURATION**

This corporation is to exist perpetually, and its existence is to commence on the date hereof.

**ARTICLE V  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office and mailing address of the corporation shall be located at **6800 North Dale Mabry Highway, Suite 154, Tampa, Hillsborough County, Florida 33614.**

The name and street address of the initial registered agent of the corporation in the State of Florida is: **Frank J. Greco, Esquire, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.** The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have two (2) directors, as follows:

**FILED**  
01 OCT 10 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NAME**

**Anthony Maniscalco**

**ADDRESS**

**6800 North Dale Mabry Highway, Suite 154  
Tampa, Florida 33614**

**Michael S. McMahon**

**820 S. Macdill Avenue  
Tampa, Florida 33609**

**ARTICLE VII**  
**INCORPORATORS**

The name and address of the incorporator of this corporation is:

**NAME**

**Anthony Maniscalco**

**ADDRESS**

**6800 North Dale Mabry Highway, Suite 154  
Tampa, Florida 33614**

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

**ARTICLE IX**  
**BY-LAWS**

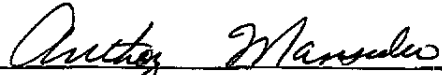
The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X  
AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

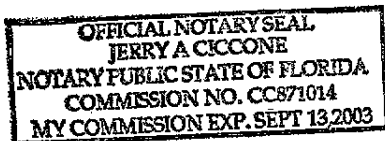
IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: Anthony Maniscalco.

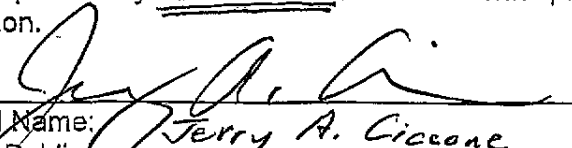
Dated this 4 day of October, 2001.

  
\_\_\_\_\_  
Anthony Maniscalco

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of October, 2001, by Anthony Maniscalco, who is personally known to me or who has produced \_\_\_\_\_ as identification.

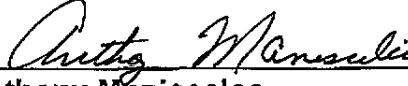


  
\_\_\_\_\_  
Printed Name: Jerry A. Ciccone  
Notary Public  
My Commission Expires:  
Serial Number:

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

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

First -- That ~~MGSI Financial Services, Inc.~~ desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **Frank J. Greco, Esquire, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607**, as its agent to accept service of process within this state.

  
**Anthony Maniscalco**  
Incorporator

**FILED**  
01 OCT 10 AM 8:34  
TALLAHASSEE, FLORIDA  
SECRETARY OF 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.

  
**Frank J. Greco**  
Registered Agent