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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-02/28/02--01062--010
*****87.50 *****87.50

Subject: Proposed Corporation: ALLIANCE EQUITY CORPORATION

Enclosed are an original and two (2) copies of the articles of incorporation for the above mentioned corporation and a check in the amount of \$87.50 to cover the following: Filing Fee, Designation of Registered Agent, Certified Copy of the articles, and a Certificate of Status.

Please contact me with any questions about this incorporation.

From:

**Paul Russillo
PO Box 608
Ozona, Florida 34660-0608**

Phone: 727-786-4248

Fax: 727-789-4893

Email: russillo@concentric.net

FILED
2002 MAR 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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f. 3/20/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 MAR 19 AM 10:25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 5, 2002

PAUL RUSSILLO
POST OFFICE BOX 608
OZONA, FL 34660-0608

SUBJECT: ALLIANCE EQUITY CORPORATION
Ref. Number: W02000006217

We have received your document for ALLIANCE EQUITY CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 802A00013296

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2002 MAR 19 AM 10: 25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MERIDIAN ASSET CORP.**

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

**ARTICLE I
CORPORATE NAME**

The name of this corporation is: **MERIDIAN ASSET CORP.**

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

**PO Box 608
Ozona, FL 34660**

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is **1,000 shares** of no par value common stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

**Paul Russillo
258 Florida Ave.
Pinellas County
Crystal Beach, FL 34681**

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The name and residence address of the person constituting the initial board of directors is:

**Paul Russillo
PO Box 608
Ozona, FL 34660**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is

individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Paul Russillo

Paul Russillo, Incorporator
PO Box 608
Ozona, FL 34660

Date: 3/11/2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment as a 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.

Paul Russillo

Paul Russillo, Registered Agent

Date: 3/11/2002

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