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SHUMAKER LOOP KENDRICK

Division of Corporations

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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
**4-19-04**

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To:

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From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MidAmerica Investment Solutions, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF  
MIDAMERICA INVESTMENT SOLUTIONS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

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TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
**4-19-04**

**ARTICLE I**  
**NAME**

The name of the Corporation is MidAmerica Investment Solutions, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address is 211 East Main Street, Suite 100, Lakeland, Florida 33801.

**ARTICLE III**  
**PURPOSE AND EFFECTIVE DATE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The Corporation shall begin its existence on April 19, 2004.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of common stock, no par value per share.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Darrell C. Smith

Address

101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

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ARTICLE VI  
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

NameAddress

Darrell C. Smith

101 East Kennedy Boulevard  
Suite 2800

Tampa, Florida 33602

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

NameAddress

J. Wesley Compton

6502 Blackfin Way  
Apollo Beach, FL 33572

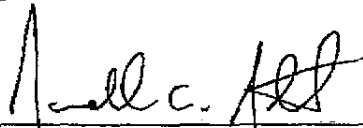
Robert J. Georges

546 Lake Hollingsworth Drive  
Lakeland, FL 33803

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21<sup>st</sup> day of April, 2004.

  
\_\_\_\_\_  
Darrell C. Smith, Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is MidAmerica Investment Solutions, Inc.
2. The name and address of the registered agent and registered office are:

Darrell C. Smith  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

SIGNATURE: 

TITLE: Darrell C. Smith, Incorporator

DATE: April 21, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

Darrell C. Smith, Registered Agent

DATE: April 21, 2004

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