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2004 NOV 29 P 12:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 1, 2004

MCNAMARA LAW FIRM, P.A.  
WACHOVIA BANK BLDG. 2ND FLOOR  
400 COREY AVENUE  
ST PETERSBURG BEACH, FL 33706

SUBJECT: NICHOLAS BANKS MELLON, INC.  
Ref. Number: W04000042715

We have received your document for NICHOLAS BANKS MELLON, INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Office of Financial Institutions, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6934.

Loria Poole  
Document Specialist  
New Filings Section

Letter Number: 004A00066056

McNAMARA LAW FIRM, P.A.  
Attorneys at Law

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Terrance P. McNamara, Esq.  
Laurie Hammers McNamara, Esq.

VIA OVERNIGHT DELIVERY

November 22, 2004

Department of State  
Division of Corporations  
Attn: Gloria Apoole  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Nicholas B. Mellon, Inc.

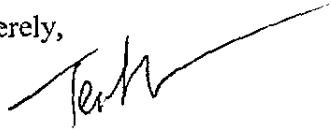
Dear Department of State:

Attached please find new Articles of Incorporation (in duplicate) for the above-mentioned entity and a copy of the rejected filing notice.

Please file the same and return copies to my attention. Please apply check #2581, that was originally sent on November 16, 2004, in the amount of \$70.00 towards the filing fee.

Thank you.

Sincerely,



Terrance P. McNamara, Esq.

TPM/cma

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**NICHOLAS B. MELLON, INC.**

**ARTICLE I**

**Name**

- 1.1 The name of the corporation is Nicholas B. Mellon, Inc.

**ARTICLE II**

**Duration**

- 2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

- 3.1 This corporation is organized to conduct any and all lawful business.

**ARTICLE IV**

**Capital Stock**

- 4.1 This corporation is authorized to issue one thousand (1000) shares, all of a single class of common stock, at one dollar (\$1.00) par value.

**ARTICLE V**

**Preemptive Rights**

- 5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### Initial Registered Office and Agent

- 6.1 The street address of the initial principal and registered office of this corporation is Wachovia Bank Building, 2<sup>nd</sup> Floor, 400 Corey Avenue, St. Pete Beach, FL 33706, and the name of the initial registered agent of this corporation is Terrance P. McNamara, Esq.

## ARTICLE VII

### Initial Board of Directors

- 7.1 This corporation shall have one (1) director initially.
- 7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 7.3 The name and address of the initial director of this corporation is:

Nicholas B. Mellon  
1130 Pinellas Bayway  
Apt. F4  
Tierra Verde, FL 33715

## ARTICLE VIII

### Incorporator

- 8.1 The name and address of the Incorporator and person signing these Articles is:

Terrance P. McNamara, Esq.  
Wachovia Bank Building, 2<sup>nd</sup> Floor  
400 Corey Avenue  
St. Pete Beach, FL 33706

## ARTICLE IX

### Officers

9.1 The name and address of the initial officers of this corporation are:

President: Nicholas B. Mellon  
1130 Pinellas Bayway  
Apt. F4  
Tierra Verde, FL 33715

Vice-President: Nicholas B. Mellon  
1130 Pinellas Bayway  
Apt. F4  
Tierra Verde, FL 33715

Secretary: Nicholas B. Mellon  
1130 Pinellas Bayway  
Apt. F4  
Tierra Verde, FL 33715

Treasurer: Nicholas B. Mellon  
1130 Pinellas Bayway  
Apt. F4  
Tierra Verde, FL 33715

## ARTICLE X

### Indemnification

10.1 The corporation shall indemnify its officers, directors, incorporators and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

## ARTICLE XI

### Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator  
has executed these Articles of Incorporation on this 22<sup>nd</sup> day of  
November, 2004.



\_\_\_\_\_  
Terrance P. McNamara, Esq.,  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

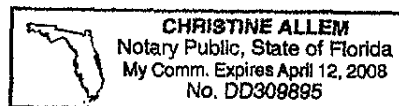
BEFORE ME, the undersigned authority, personally appeared  
Terrance P. McNamara, Esq., well known to me to be the person  
described above, and he acknowledged to me that he executed the same  
for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 22<sup>nd</sup> day of  
November, 2004.



\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for Nicholas B. Mellon, Inc. at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.



\_\_\_\_\_  
Terrance P. McNamara, Esq.

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Terrance P. McNamara, Esq., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 22<sup>nd</sup> day of  
November, 2004.



\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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