

P95000022396
TRIMMER LAW FIRM, L.L.C.

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Brent A. King
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Melissa D. Maurice
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ATTORNEYS AT LAW
190 RIVER RUN DRIVE
BIRMINGHAM, ALABAMA 35201

REPLY TO

P. O. BOX 1885
BIRMINGHAM, ALABAMA 35201-1885

TELEPHONE (205) 251-3151

TELEFAX (205) 322-6444

Mobile, Alabama
(334) 433-1113
Montgomery, Alabama
(334) 272-8884
Muscle Shoals, Alabama
(205) 381-0400
Decatur, Alabama
(205) 355-9317
Daleville, Alabama
(334) 598-1963
Panama City, Florida
(904) 769-0095
Tallahassee, Florida
(904) 575-3723

February 22, 1995

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-03/01/95---01065---0002
****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of CU Center, Inc.


W95-4775

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Designation of Acceptance of Registered Agent on the above-referenced corporation. I have enclosed a check in the amount of \$122.50 made payable to the Department of State for filing fees.

Please return a filed copy in the stamp self-addressed envelope provided. Thank you for your assistance in this matter.

Sincerely,


JAMES R. MURPHREE, JR.
For the Firm

JRM/tf

enc.

w:\jrm\dept.tyf

FILED
1995 MAR 20 PM 1:03
TALLAHASSEE, FLORIDA

TRIMMER LAW FIRM, L.L.C.

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Norman P. Arnd
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ATTORNEYS AT LAW

1700 RIVER RUN DRIVE
BIRMINGHAM, ALABAMA 35210

REPLY TO

P. O. BOX 1003
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Mobile, Alabama
(334) 433-1111
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Tallahassee, Florida
(904) 575-3723

March 14, 1995

Ms. Agnes Bundick
Corporate Specialist
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

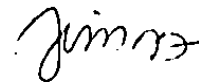
Re: Articles of Incorporation of CU Center, Inc.

Dear Ms. Bundick:

Enclosed please find the corrected Articles of Incorporation for the above referenced corporation. At your earliest convenience, please file these documents.

Please return a filed copy in the stamp self-addressed envelope provided. Thank you for your assistance in this matter.

Sincerely,



JAMES R. MURPHREE, JR.
For the Firm

JRM/tf

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1995

JAMES R. MURPHREE, JR., ESQ.
TRIMMIER AND HAYLEY, P.C.
P. O. BOX 1885
BIRMINGHAM, AL 35201-1885

The name CU CENTER, INC. has been reserved for 120 days beginning February 2, 1995. The reservation number is R95000000458 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 395A00004476



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

TRIMMIER LAW FIRM, L.L.C.
P.O. BOX 1885
BIRMINGHAM, AL 35011-1885

SUBJECT: CU CENTER, INC.
Ref. Number: W95000004775

We have received your document for CU CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

Please return 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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00009620

ARTICLES OF INCORPORATION
OF
CU CENTER, INC.

FILED
1995 MAR 20 11 1:00
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is CU Center, Inc. The street address and mailing address of the corporation's principal office is 3469 Summit Boulevard, West Palm Beach, Florida.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

- (1) To operate and carry out all such businesses as are deemed appropriate for the Corporation by its Board of Directors and to perform all acts necessary and proper to carry on such business.
- (2) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares, and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.
- (3) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.
- (4) To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an

interest in or deal with any buildings or other structure located on real property which is owned, held by or leased by the Corporation or in which the Corporation has any interest whatsoever.

- (5) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.
- (6) To purchase, lease, exchange, take, receive or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligations or indebtedness of this Corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.
- (7) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulae, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or pertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.
- (8) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, any stock, bond, or other security, evidence of obligation or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of

this Corporation, and while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income and other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty or in any other manner, financially or otherwise, and to do any other acts or things designed to protect, preserve, improve or enhance the value of any such property.

- (9) To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Florida Business Corporation Act or this Articles of Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.
- (10) To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.
- (11) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.
- (12) To act as agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.
- (13) To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (14) To guarantee the obligations of, and to lend its aid and credit to, any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

- (15) To enter into with any one or more persons, firms, corporations, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.
- (16) To lend money and use its credit to assist its employees.
- (17) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.
- (18) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.
- (19) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act, within or without the State of Florida.
- (20) To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
- (21) To make and alter By-Laws, not inconsistent with the Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.
- (22) The foregoing clauses may be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the power of the Corporation.
- (23) To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons might or could do in any part of the world, insofar as such are permitted to be done by Corporations organized under the Florida Business Corporation Act.
- (24) In addition to the objects aforesaid, the Corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.
- (25) This Corporation shall have all other rights, powers, authority, and privileges which may be now or hereafter enjoyed by similar corporations under the present and future laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 5,000 at a par value of \$1.00 per share.

ARTICLE V

The address of the initial registered office of the Corporation is 3469 Summit Boulevard, West Palm Beach, Florida 33406-4193 and the name of its initial registered agent at such address is John Deese.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected or shall qualify are:

NAME

ADDRESS

John Deese

THE Credit Union of Palm Beach County
3469 Summit Boulevard
West Palm Beach, Florida 33406

Mike Welte

Federal Employees Credit Union
1055 South Congress Avenue
West Palm Beach, Florida 33406

Robert Delaney

Gold Coast Federal Credit Union
2226 South Congress Avenue
West Palm Beach, Florida 33406

ARTICLE VII

The name and address of each Incorporator is:

NAME

ADDRESS

John Deese

THE Credit Union of Palm Beach County
3469 Summit Boulevard
West Palm Beach, Florida 33406

Mike Welle

Federal Employees Credit Union
1055 South Congress Avenue
West Palm Beach, Florida 33406

Robert Delaney

Gold Coast Federal Credit Union
2226 South Congress Avenue
West Palm Beach, Florida 33406

FILED

1955 MAR 20 PM 1:00

TALLAHASSEE, FLORIDA

We, THE UNDERSIGNED, have subscribed our names this 13th day of February, 1955.

ATTEST:


ROBERT DELANEY, Its Secretary


JOHN DEESE, Its President

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.


JOHN DEESE, Registered Agent

This Instrument Prepared By:
James R. Murphree, Jr.
Trimmier Law Firm, P.C.
P. O. Box 1885
Birmingham, AL 35201-1885