

P950000 28054

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ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)

106 South Monroe St. - Unit B

(Address)

Tallahassee, Fl. 32301

(City, State, Zip)

(Phone #)

222-7200 (Pat)

300001451963

-04/10/95--01040--001

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TFRC, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of H.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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Shanahan.

NANCY HENDRICKS APR 10 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TFRC, INC.

ARTICLE I

Name

The name of this corporation is:

TFRC, INC.

ARTICLE II

Purpose

The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To provide financial information, resources and advice.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly,

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or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes, and to donate money or property or services to charitable entities which are tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code or any corresponding provision of any future internal revenue law.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Stock

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Cent (\$0.01) each.

ARTICLE IV

Perpetual Existence

This corporation is to have perpetual existence.

ARTICLE V

Principal Office; Mailing Address

The principal office and mailing address of this corporation will be at 13700 N. Sutton Park Drive, Suite 435, Jacksonville,

Florida 32224 or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VI

Directors

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified is:

<u>NAMES</u>	<u>ADDRESSES</u>
J. Brett Aushermann	13700 N. Sutton Park Drive Suite 435 Jacksonville, Florida 32224
Timothy J. Murray	12648 Sand Ridge Drive Jacksonville, Florida 32258

ARTICLE VII

Incorporators

The name and address of all of the incorporators of the corporation are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
J. Brett Aushermann	13700 N. Sutton Park Drive Suite 435 Jacksonville, Florida 32224
Timothy J. Murray	12648 Sand Ridge Drive Jacksonville, Florida 32258

ARTICLE VIII

Registered Agent

The street address of the initial registered office of this corporation is 13700 N. Sutton Park Drive, Suite 435, Jacksonville, Florida 32224, and the name of the initial registered agent of this corporation at that address is J. Brett Ausherman.

ARTICLE IX

Powers of Directors

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of

directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.


Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

ARTICLE X

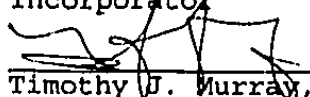
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, THE UNDERSIGNED, being the original incorporators hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 6th day of April, 1995.



J. Brett Ausherman,
Incorporator



Timothy J. Murray,
Incorporator

**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:

TFRC, Inc.
2. The name and address of the registered agent and office are:

J. Brett Ausherman
13700 N. Sutton Park Drive, Suite 435
Jacksonville, Florida 32224.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

J. Brett Ausherman

DATE: _____

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ROGERS, TOWERS ET AL.

DIVISION OF REGISTRATION

(Requestor's Name)
106 South Monroe Street (Unit ")

(Address)
Tallahassee, FL 32301 (222-7200)

(City, State, Zip) (Phone #)

ENCLOSURE
11/02/95 11:50 AM
*****07.50 *****07.50

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Ask for Pat if questions.: 222-7200

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TFRC, Inc. # P95-000028054
(Corporation Name) (Document #)
to TFC The Financial Center, Inc.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Other

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W.M.R.
Change
11/2/95

Examiner's Initials DC

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TFRC, INC.**

Pursuant to Chapter 607, Florida Statutes, TFRC, INC., a Florida corporation, does hereby amend its Articles of Incorporation to change its name as follows:

1. Article One of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefore:

ARTICLE I

NAME

The name of this corporation is:

TFC THE FINANCIAL CENTER, INC.

2. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.

3. The Board of Directors of the corporation adopted a resolution setting forth the proposed amendment changing the name of the corporation, and submitted it to the shareholders for approval. The shareholders of the corporation unanimously adopted the amendment by resolution dated October 6, 1995. The number of votes cast in favor of the name change amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president of TFC THE FINANCIAL CENTER, INC. f/k/a TFRC, INC. hereby certifies that these Articles of Amendment were adopted by the corporation on October 6, 1995.

TFC THE FINANCIAL CENTER, INC.

By: _____

Timothy J. Murray
Its: President

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