

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P 95000036815

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

1055-9744

RE: Talon Acceptance Corp.

C.C. No. _____
 Capital Express _____
 Art. of Amend. File _____
 Corp. Record _____
 Ltd. Partnership _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 59 2pm

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 MAY 10 1995
 DIVISION OF CORPORATION
 TALLAHASSEE, FLORIDA

FILED
 MAY 10 1995
 DIVISION OF STATE
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morton
Secretary of State

May 9, 1995

**CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302**

**SUBJECT: TALON ACCEPTANCE CORP.
Ref. Number: W9500009744**

We have received your document for TALON ACCEPTANCE CORP. 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 and registered office listed in your articles of incorporation must be consistent throughout the document.

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: 895A00023159

**ARTICLES OF INCORPORATION
OF
TALON ACCEPTANCE CORP.**

The undersigned, acting as an incorporator of a corporation under the Florida General Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is
Talon Acceptance Corporation

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual, which existence shall commence upon the date of filing.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To carry on any business allowable under Florida law.
- (b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property,

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95 MAY 10 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States, districts, territories, countries or colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as requires.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of

Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is two thousand (2,000) shares of capital stock with a par value of \$.01 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No class of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial registered office of the corporation is Winter Park, Florida, and the name and address of the initial registered agent is Charles P. Scott, - 1651 Apache Tr. Maitland, FL 32751.

also the mailing address for the corporation.

ARTICLE VI. DIRECTORS

The initial board of directors shall consist of two (2) members who need not be a resident of the State of Florida or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or

otherwise interested in; or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles P. Scott	1651 Apache Tr. - Maitland, FL 32751
Gloria M. Scott	1651 Apache Tr. - Maitland, FL 32751
Phyllis Englander	440 Henkel Circle - Winter Park, FL 32789

ARTICLE VIII. INCORPORATORS

The names and addresses of the initial incorporators are as follows:

Charles P. Scott	1651 Apache Tr., Maitland, FL 32751
Gloria M. Scott	1651 Apache Tr., Maitland, FL 32751
Phyllis Englander	440 Henkel Circle, Winter Park, FL 32789

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of

directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned had made and subscribed of these Articles of Incorporation at Winter Park on the 5th day of May 1995.

Charles P. Scott

Charles P. Scott as Incorporator

Gloria M. Scott

Gloria M. Scott as Incorporator

Phyllis Englander

Phyllis Englander as Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

ss.

Before me, the undersigned authority, personally appeared Charles P. Scott, Gloria M. Scott, Phyllis Englander who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Winter Park, in said County and State, this 5th day of May 1995



Sue Barrington

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
OR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First - That Talon Acceptance Corporation desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the articles of
incorporation at City of Winter Park, County of Orange, State of Florida
has named Charles P. Scott located at 1651 Apache Tr. Maitland, FL 32751

(Street Address and number of building, P. O. Box address not
acceptable)

City of Maitland, County of Orange, State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provision of said Act relative to keeping
open said office.

BY: Charles P. Scott
Charles P. Scott
(Resident Agent)

FILED
95 MAY 10 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document Number Only
P95000036815

95

SEP 16 11:59

FILED
SEP 16 11:33
TALLAHASSEE, FLORIDA
STATE

C T CORPORATION SYSTEM

Requester's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

000001588250

09/19/95--01052--1066

*****35.00 *****35.00

Talon Acceptance Corp

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☒ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

9/19/95

3:00

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

*KVA chg
9-19*

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Talon Acceptance Corp. Corporation

1b. Date of incorporation 5/10/95 Document number P950008868

2. The name and address of the current registered agent and office:

Charles P. Scott, 1651 Apache Tr., Maitland, FL 32751

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Charles P. Scott
SIGNATURE
9/14/95
DATE

Charles P. Scott / President
Typed or printed name and title

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 RELATIVE 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 BY: PETER F. SOUZA
(Registered Agent)
DATE 9/18/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILING FEE: \$35.00

P95000036815
Talon Acceptance Corporation

November 13, 1996

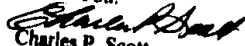
Department of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002015990--1
-11/27/96--01060--019
*****87.50 *****87.50

RE: Articles of Amendment to Articles of Incorporation of Talon Acceptance Corporation

Enclosed is a check in the amount of \$87.50. Please send a certified copy of the Articles of Amendment to Articles of Incorporation to our address at 101 Sunnyside Rd. in Casselberry, FL as soon as possible.

Thank You.


Charles P. Scott
President

CPS/ga

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56 NOV 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
DFF
12-6

101 Sunnyside Rd. - Suite #201 - Casselberry, FL 32707
(407)830-0100 - (800)730-5187 - Fax (407)830-0111

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TALON ACCEPTANCE CORPORATION

(a Florida Corporation)
(No.P95-000036815)

TALON ACCEPTANCE CORPORATION files these Articles of Amendment
to its Articles of Incorporation as follows:

1. Article X entitled PREEMPTIVE RIGHTS is deleted from the Articles of
Incorporation.

2. The foregoing Amendment was adopted by the Shareholders holding
two thirds of the outstanding shares and unanimously by the Directors of this
Corporation on the 30th day of October, 1996.

Lori Gibson
Witness

LORI GIBSON
Witness Printed Name

Edward Englander
Witness

EDWARD ENGLANDER
Witness Printed Name

Ed Englander
Witness

ED ENGLANDER
Witness Printed Name

Lori Gibson
Witness

LORI GIBSON
Witness Printed Name

Charles P. Scott
Charles P. Scott, President

Gloria M. Scott
Gloria M. Scott, Secretary

(CORPORATE SEAL)

96 NOV 27 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before on this 13th day of November, 1996, by Charles P. Scott and Gloria M. Scott as President and Secretary for Talon Acceptance Corporation, a Florida Corporation.

J. M. Glaze
Notary Signature

Judy M. Glaze
Notary Printed Name

Personally Know X or Produced Identification ____.
Type of Identification Produced _____.

corporation\lalon\art.amendment



OFFICIAL SEAL
J. M. GLAZE
My Commission Expires
April 7, 1997
Comm. No. CC 275154