

P95 0000 40152

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

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 \$ \_\_\_\_\_

RE: Merchandise Capital

95 MAY 22 1995  
GROSS, Tessa

DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> (7) Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	7000001495387	_____
<input type="checkbox"/> Fictitious Name File	*****70.00	*****70.00
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( ) _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( ) _____ pgs.	_____	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY AAK \_\_\_\_\_

WALK-IN  
Will Pick Up 520 1102

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAY 22 PM 12:02

**ARTICLES OF INCORPORATION  
OF**

**MONARCH CAPITAL GROUP, INC.**

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**MONARCH CAPITAL GROUP, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature and the object and purposes proposed to be transacted and carried on is consulting, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED (\$100.00) DOLLARS.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**REGISTERED OFFICE AND REGISTERED AGENT**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Carmine A. DellaSala	224 Datura Street, Suite 503 West Palm Beach, Florida 33401	same

The registered office of the corporation and its principal place of business shall be 224 Datura

Street, Suite 503, West Palm Beach, Florida 33401, with the privilege of having branch offices in other places within or without the State of Florida. The registered agent at the above address shall be Carmine A. DellaSala.

#### ARTICLE VII

##### OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala	224 Datura Street, Suite 503 West Palm Beach, Florida 33401	President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

#### ARTICLE VIII

##### SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carmine A. DellaSala	224 Datura Street, Suite 503 West Palm Beach, Florida 33401	500

#### ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

**IN WITNESS WHEREOF**, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove

set forth, and hereunto set my hand and seal this 19 day of May 1995.

**In the presence of:**

John P. ...  
Kelly L. ...

Carmine A. Dellasala  
CARMINE A. DELLASALA

STATE OF FLORIDA               )  
COUNTY OF PALM BEACH      )ss

BEFORE ME, the undersigned authority, personally appeared, CARMINE A. DELLASALA, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.



**By:**

**Names:**

Notary Public-State of Florida  
My Commission Expires:

To: The Department of State  
Tallahassee, Florida 32304

DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS

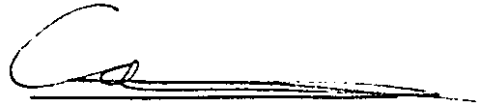
MAY 22 1995

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

MONARCH CAPITAL GROUP, INC., with its place of business at 224 Datura Street, Suite 503, West Palm Beach, Florida 33401 has named Carmine A. DellaSala located at 224 Datura Street, Suite 503, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.

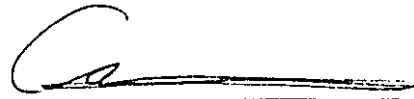
Dated: May 19, 1995.



Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: May 19, 1995.



Registered Agent