

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



PA 95000041130

RECEIVED
95 MAY 23 11 3 23
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 604496 8676A

AUTHORIZATION :

Patricia Pigitt

COST LIMIT : * 70.00

ORDER DATE : May 24, 1995

ORDER TIME : 2:43 PM

ORDER NO. : 604496

CUSTOMER NO: 8676A

T0000001450877

CUSTOMER: Merrill Bookstein, Esq
MERRILL BOOKSTEIN, ESQ

107 Southwest 6th Street

Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: FENICIA LAFFER FINANCIAL
PARTNERS, LTD., INC.

FILED
95 MAY 24 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: MAY 25 1995 BSB

FILED

95 MAY 24 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FENICIA LAFFER FINANCIAL PARTNERS, LTD., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FENICIA LAFFER FINANCIAL PARTNERS, LTD., INC.

The address of the principal office of this corporation shall be 501 Brickell Key Drive, Suite 210, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John D. Geraci
Dir.

501 Brickell Key Drive,
Suite 210
Miami, Florida 33131

Thomas P. Noonan
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

John D. Geraci V. Pres./Sec.	501 Brickell Key Drive, Suite Suite 210 Miami, Florida
Thomas P. Noonan Pres.	Same

ARTICLE VIII. STOCK ISSUANCE

The stock of this corporation shall be issued as follows:

Thomas P. Noonan	50% of the shares
Banque House Ltd.	50% of the shares

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 24, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

FILED

95 MAY 26 AM 9:29

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

LRD/jlm

P95000041130

Merrill A. Bookstein
Attorney at Law, P.A.

3800 North Federal Highway
Suite 201B
Boca Raton, Florida 33431

(407) 367-9454
Fax: (407) 367-9843

January 8, 1996

800001687588
-01/11/96--01113--023
*****87.50 *****87.50

Secretary of State
Amendment Division
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

RE: NAME CHANGE FROM FENICIA LAFFER FINANCIAL PARTNERS,
LTD. TO ~~MERIDIAN CAPITAL CORPORATION~~

FIRST MERIDIAN

Dear Sir,

Enclosed please find two fully executed Certificate of Amendment for the Florida corporation Fenicia Laffer Financial Partners, Ltd., Inc. changing its name to Meridian Capital Corporation. Also please find enclosed my check in the amount of \$87.50, \$35.00 for the filing fee and \$52.50 for a certified copy of the amendment.

Very truly yours,

Merrill A. Bookstein
Attorney at Law, P.A.

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 2:11

SH 1/7
ACMC
JED
1/13/1

Merrill A. Bookstein

Attorney at Law, P.A.

4800 North Colonial Highway
Suite 201B
West Palm Beach, Florida 33411

(407) 361-9454
Fax: (407) 361-9848

January 22, 1996

Secretary of State
Amendment Division
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Attention: Ms. Karen Gibson

Re: NAME CHANGE FROM FENICIA LAFFER FINANCIAL PARTNERS,
LTD. TO FIRST MERIDIAN CORPORATION

Dear Ms. Gibson:

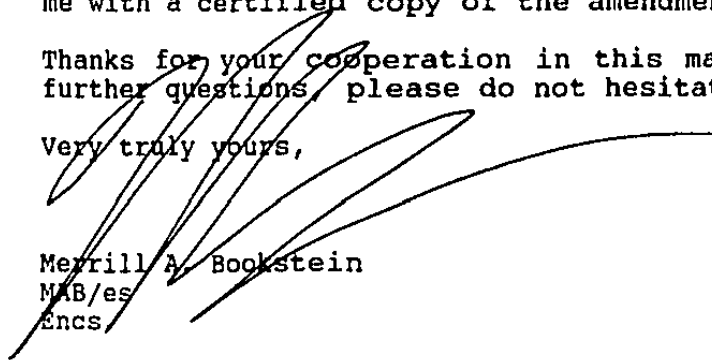
As per your recent telephone conversation today with my secretary, enclosed please find two fully executed Certificate of Amendments for the Florida corporation, Fenicia Laffer Financial Partners, Ltd., Inc., changing its name to First Meridian Corporation. This Certificate of Amendment replaces the one which we sent to you together with our letter of January 8, 1996.

Also, as advised during your phone conversation of today's date with my secretary, we are returning the Articles of Amendment for Meridian Capital Corporation, which as you know, should not have been filed.

As agreed my check number 3972 in the amount of \$87.50 which was enclosed with my above-mentioned letter will be applied to this change which covers \$35.00 for the filing fee and \$52.50 to supply me with a certified copy of the amendment.

Thanks for your cooperation in this matter and if you have any further questions, please do not hesitate to call my office.

Very truly yours,


Merrill A. Bookstein
MAB/es
Encs

96 JAN 11 PM 2:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

FENICIA LAFFER FINANCIAL PARTNERS, LTD., INC., a Florida corporation, under its corporate seal and the hands of its President, and its Secretary, hereby certify that:

I.

The Board of Directors of said corporation, at a meeting called and held on January 2, 1996, adopted the following Resolution:

"**BE IT RESOLVED** by the Board of Directors of **FENICIA LAFFER FINANCIAL PARTNERS, LTD., INC.**, a Florida corporation, that said Board deems it advisable, and hereby declares it to be advisable that Article #1 of the Certificate of Incorporation be amended, changed and altered so as to read as follows:

The name of the corporation shall be
FIRST MERIDIAN CORPORATION.

II.

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on January 2, 1996, and at said special meeting of the Stockholders, said Amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all the Stockholders.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and Secretary, and its corporate seal to be hereunto affixed and

attested to by its President and Secretary affixed and attested to by its President and Secretary, this 17th day of January, 1996.

(CORPORATE SEAL)

Attest:

By: [Signature]
By: [Signature]

STATE OF FLORIDA)
COUNTY OF Dade) SS

I HEREBY CERTIFY that on this _____ day of January, 1996, before me personally appeared THOMAS P. NOONAN, President and JOHN G. GERACI, Secretary, of FENICIA LAFER FINANCIAL PARTNERS, LTD., INC., a Florida corporation, and acknowledged before me that they executed the above and foregoing Certificate of Amendment as such officers and for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Miami, Dade County, on this 17th day of January, 1996.

[Signature]

OFFICIAL NOTARY SEAL
ROSA OBANDO WARBURTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC428280
MY COMMISSION EXP. DEC. 21, 1998

NOTARY PUBLIC, State of Florida

ROSA OBANDO WARBURTON

Print Name

My Commission Expires: DEC 21, 1998

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Requestor's Name
Address

First Meridian
601 Brickell Key Dr
Suite 801
Miami, FL 33131

Office Use Only

R(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

FILED
96 SEP -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

300000151812013
-09/04/96 --01030 --008
*****35.00 *****35.00

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

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

R.A. Change
9-11-96
De

Examiner's Initials

Charter No. _____

Date Filed: _____

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: FIRST MERIDIAN CORPORATION

2. The name and address of its present registered agent is

**CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, Florida 32301**

FILED
06 SEP -3 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The name and street address to which its registered agent changed is: (P.O. BOX NOT ACCEPTABLE)

**MERRILL A. BOOKSTEIN, ESQUIRE
4800 N. FEDERAL HIGHWAY - SUITE 201B
BOCA RATON, FL 33431**

4. The street address of its registered office and the street address of the business office of its registered agent, as changed are identical.

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

THOMAS P. NOONAN, PRES.
Typed or printed name and title:

Signature [Signature]
(President or Vice President)

Date 30 AUG 1996

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 PROVISION OF ALL STATUTES RELATIVE TO THE ROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0508 FLORIDA STATUTES.

Print/Type Name Merrill A. Bookstein

Signature [Signature]
(Agent)

Date August 26, 1996