

P95000064259

FILED

95 AUG 16 PM 9 58

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

August 14, 1995

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

To Whom It May Concern:

Enclosed are two copies of the Articles of Incorporation for Muscato Financial Resources, Inc. Upon completion of the filing process, please return one copy, stamped with the file date, to the address noted below. If possible, could you also send me information on where to obtain stock certificates and what are the procedures for having the corporate seal made.

If you have any questions, please give me a call at 407-774-9484, Ext. 55.

Thank You for your assistance in this matter.

Sincerely,

*Karen L. Ahr*  
Karen L. Ahr  
Muscato Financial Resources  
225 S. Westmonte Drive  
Suite 3000  
Altamonte Springs, Florida 32714

800001561718  
-08/16/95--01042--020  
\*\*\*\*122.50 \*\*\*\*122.50

*Karen Ahr* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article IV, (PA address)*  
DATE *8-17-95*  
DOC. EXAM *PAH*

821

**ARTICLES OF INCORPORATION OF  
MUSCATO FINANCIAL RESOURCES, INC.**

FILED  
95 AUG 16 AM 9:58

SECRET  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and sets forth that:

**ARTICLE I**

**Name**

The name of the corporation is Muscato Financial Resources, Inc.. The mailing address of Muscato Financial Resources, Inc. is 225 South Westmonte Drive Suite 3000, Altamonte Springs, FL 32714.

**ARTICLE II**

**Purpose**

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III**

**Capital**

The aggregate number of shares which this corporation has authority to issue is 100 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

**ARTICLE IV**  
**Registered Office**

The street address of the initial registered office of Muscato Financial Resources, Inc. is 225 South Westmonte Drive, Suite 3000, Altamonte Springs, Florida 32714, and the name of the registered agent of Muscato Financial Resources, Inc. is Nick Muscato

Meetings of the shareholders and directors of the corporation may be held at places within or without the state of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

**ARTICLE V**  
**Board of Directors**

The exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided for in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death, or removal from office.

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers and assistant officers as the Board of directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure, or office powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

**ARTICLE VI**  
**First Board of Directors**

The first Board of Directors shall consist of one (1) member whose name and address is Nick Muscato, 360 Forest Park Circle, Longwood, Florida 32779.

**ARTICLE VII**  
**Incorporator**

The name and address of the Incorporator is Nick Muscato, 360 Forest Park Circle, Longwood, Florida 32779.

**ARTICLE VIII**  
**Indemnification**

The corporation shall indemnify every person who is serving or has served as a director, officer, employee, or agent of the corporation, or at the request of any other corporation, partnership, joint venture, trust, or other enterprise in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

**ARTICLE IX**  
**Preemptive Rights**


Shareholders of the Corporation shall not have preemptive rights.

WITNESS WHEREOF my signature this 14th day of August, 1995.

  
\_\_\_\_\_  
Nick Muscato

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 14th day of August, 1995.

  
\_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires:



KAREN L. AHR  
My Commission CC441328  
Expires Feb 23 1999  
Bonded by ANB  
800-852-5878

**ACCEPTANCE AS APPOINTMENT AS REGISTERED AGENT**

The undersigned, Nick Muscato of 225 S. Westmonte Dr., Ste. 3000, Altamonte Springs, FL. hereby accepts his appointment as Registered Agent for Muscato Financial Resources, Inc., and is familiar with and accepts the obligations provided for in S607.325, of the State of Florida Statutes. 32714

  
\_\_\_\_\_  
Nick Muscato

FILED  
95 AUG 16 PM 9 58  
TALLAHASSEE, FLORIDA



P95000064259

MUSCATTO

FINANCIAL  
RESOURCES

October 10, 1995

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

Enclosed are the Articles of Amendment to the Articles of Incorporation of Muscatto Financial Resources  
If you should have any questions, please call me at 407-778-7800. Thank you for your prompt attention in  
this matter.

Sincerely,

Karen L. Ahr  
Secretary/Treasurer  
Muscatto Financial Resources, Inc.  
225 S. Westmonte Drive  
Suite 3000  
Altamonte Springs, FL 32714

7000001614847  
-10/18/95--01072--000  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SH OCT 20 1995

Amend.

RECEIVED  
DIVISION OF CORPORATIONS  
OCT 19 1995  
95 OCT 19 PM 2:20

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

Alameda Tunnel Resources, Inc.  
\_\_\_\_\_  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III - Capital Stock (amended)

The aggregate number of shares which this corporation has authority to issue is 7,500 shares of capital stock at the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors. If such consideration shall have a value not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: None

**THIRD:** The date of each amendment's adoption: 10/13/95

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15th of October, 19 95

Signature [Signature]  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Dick Mascato  
Typed or printed name

Incorporator and President  
Title

FILED  
OCT 19 1995  
FBI - NEW YORK