

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0171 FAX

800-342-8086



network

PRACTICE MAN  
LEGAL & FINA

ORDER NO. : 072100000030

REFERENCE : 014067 92200

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 22, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 014067

CUSTOMER NO: 92200

CUSTOMER: James L. Redman, Esq  
TRINKLE REDMAN SWANSON BYRD &  
COTON, P.A.  
121 North Collins Street

Plant City, FL 33566

8000001695175  
-01/22/96--01094--011  
\*\*\*\*122.50 \*\*\*\*52.50

122-50

DOMESTIC FILING

NAME: INTERNATIONAL BROKERAGE  
FACILITIES, INC.

XXXXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SERRENA RANDOLPH

EXAMINER'S INITIALS:

RECEIVED  
96 JAN 22 PM 3 21  
DIVISION OF CORPORATION

OFFICE OF  
**TRINKLE, REDMAN, SWANSON, BYRD & COTON, P. A.**  
ATTORNEYS AT LAW

121 NORTH COLLINS STREET  
P. O. BOX 11  
PLANT CITY, FLORIDA 33564-9040

JOHN R. TRINKLE (1901-1969)

JOHNNIE B. BYRD, JR.

DANIEL M. COTON

JAMES L. REDMAN

CONRAD SWANSON

ROBERT B. TRINKLE

TELEPHONE (813) 752-6133  
TELECOPIER (813) 754-8957

January 16, 1996

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: International Brokerage Facilities, Inc.**

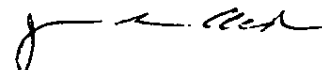
Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation with respect to the above-referenced corporation, for filing. After said filing, please forward us a certified copy of same.

Also enclosed is our firm's check payable to you in the amount of \$122.50, representing payment of \$35.00 filing fee, \$0.00 for charter tax, \$35.00 for registered agent form, and \$52.50, for certified copy of the Articles of Incorporation.

Thanking you for your courtesies in this matter, I am

Very truly yours,



James L. Redman

JLR:lad  
Enclosures

c:\wp51\doc\corp\internat.cla

**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL BROKERAGE FACILITIES, INC.**

**ARTICLE I**

The name of this Corporation shall be **INTERNATIONAL BROKERAGE FACILITIES, INC.**  
The mailing address of the Corporation shall be **1330 Thomasville Road, Tallahassee, Florida 32303.**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on, are:

- a. To act as an agent for insurance companies in soliciting, procuring, receiving and forwarding applications for property and casualty, life and accident and health, credit life, and all kinds of insurance, together with the collection of premiums and the doing of such other business as may be designated to agents by insurance companies and to conduct a general insurance agency and insurance brokerage business, and to do any and all things incidental to the operation of an insurance agency which is not forbidden by statute or by these articles of incorporation.
- b. To manufacture, build, erect, alter, and repair all kinds of buildings, structures, articles and property, and buy, sell, own, hold and deal in personal property of all kinds, including document forms and supplies.
- c. To act as broker, factor or agent of persons, firms, co-partnerships or corporations in the negotiation of sale of property, both real and personal, for commission or compensation.
- d. To both lend and borrow money, either with or without security.

e. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, products or other property and to act as the purchasing and selling agents therefor.

f. To acquire the good will of any person, firm, business or corporation, and their rights, properties, patents, grants, concessions, trade-marks, trade-names, distinctive marks, processes and patents and other property rights; to hold, use operate under and sell the same, and to grant licenses for the use of the same.

g. To establish, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

h. To manufacture, buy, sell, import, hire and lease and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the produce business or otherwise.

i. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

j. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

k. To purchase, hold, sell and transfer shares of its own capital stock; providing that this corporation shall not purchase its own shares of capital stock, except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned

by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

l. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

m. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or in connection with any person, firm, association or corporation.

n. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation.

### **ARTICLE III**

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time shall be 1,000 shares of common stock of the par value of \$10.00 per share upon which there shall be no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the Corporation, and all shares of capital, when issued in exchange

therefor, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

#### **ARTICLE IV**

This Corporation shall have a perpetual existence unless sooner dissolved by law.

#### **ARTICLE V**

The initial registered office of this Corporation shall be at **1330 Thomasville Road, Tallahassee, Florida 32303**, and the name of its initial registered agent is **Claude R. Walker** whose address is **1330 Thomasville Road, Tallahassee, Florida 32303**. The Board of Directors may from time to time move the registered office to any other address and may establish branch offices and other places of business as may be deemed expedient.

#### **ARTICLE VI**

The business of this Corporation shall be conducted by a president, vice president, secretary and treasurer, and by a Board of Directors consisting of not less than two members, to be determined by the By-Laws. Any officer may be a director and hold more than one office.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

#### **ARTICLE VII**

The names and addresses of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
A. Glenn Wright, Jr.	1330 Thomasville Road Tallahassee, FL 32303

#### **ARTICLE VIII**

The names and addresses of the subscribers to the Articles of Incorporation and a statement of the number of shares of such stock which each agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>
A. Glenn Wright, Jr.	1330 Thomasville Road Tallahassee, FL 32303	500

#### **ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE X**

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

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 this Corporation are pecuniarily or otherwise interested in any contract or transaction

of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation, or who is so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.

We, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares set opposite our respective names and accordingly have hereunto set our hands and seals this 17<sup>th</sup> day of January, 1996.

A. Glenn Wright, Jr.  
A. Glenn Wright, Jr.

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of January, 1996, by A. GLENN WRIGHT, JR., who is personally known to me or who has produced a Florida drivers license as identification and who did not take an oath, and I having first made known to him the contents of these Articles of Incorporation, he acknowledge that he signed, sealed and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts contained herein are truly set forth.



CYNTHIA S. TAYLOR  
MY COMMISSION # CC317841 EXPIRES  
October 30, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

Cynthia S. Taylor  
Notary Public  
State of Florida at Large

CYNTHIA S. TAYLOR  
Printed Name of Notary

My Commission Expires: 10-30-97



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


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

First - That **INTERNATIONAL BROKERAGE FACILITIES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Tallahassee, County of Leon, State of Florida, has named **CLAUDE R. WALKER**, located at 1330 Thomasville Road, Tallahassee, Florida 32303 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 provisions of said Act relative to keeping open said office.



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**CLAUDE R. WALKER**

P96000006869

OFFICE OF  
TRINKLE, REDMAN, SWANSON, BYRD & COTON, P. A.  
ATTORNEYS AT LAW

121 NORTH COLLINS STREET  
P.O. BOX 11  
PLANT CITY, FLORIDA 33504-0010

JOHN R. TRINKLE (1001 1000)

JOHNNIE B. BYRD, JR.

DANIEL M. COTON

JAMES L. REDMAN

CONRAD SWANSON

ROBERT B. TRINKLE

TELEPHONE (813) 752-0133

TELECOPIER (813) 754-8957

September 10, 1996

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RECEIVED  
SEP 11 1996  
FALLS CHURCH, VA  
FBI

RE: International Brokerage Facilities, Inc.

Dear Sir or Madam:

Enclosed please find **Statement of Change of Registered Office or Registered Agent or Both for Corporations** with respect to the above-referenced corporation, for filing.

Also enclosed is our firm's check payable to you in the amount of **\$35.00**, representing your fee for this service.

Thanking you for your courtesies in this matter, I am

Sincerely,

*Lisa A. Dreggors*

Lisa A. Dreggors  
Legal Assistant to James L. Redman

/lad  
Enclosures

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51 9/23

RECEIVED  
SEP 11 1996  
FALLS CHURCH, VA  
FBI

Florida Department of State, Sandra B. Mortham, 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.

1. The name of the corporation is: International Brokerage Facilities, Inc.

2. The mailing address of the corporation is: 1330 Thomasville Road, Tallahassee, FL 32303

3. Date of incorporation/qualification: January 22, 1996 Document number: P960000006869

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

Claude R. Walker

1330 Thomasville Rd.

Tallahassee, FL 32303

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

James L. Redman, Esquire

121 N. Collins Street

Plant City, FL 33566

The street address of its registered office 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.

James L. Redman  
(Signature of an officer, chairman or vice chairman of the board)

9/10/96  
(Date)

James L. Redman, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

James L. Redman  
(Signature of Registered Agent)

9/10/96  
(Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)