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P960000021818

C/P CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000001738716
-03/11/96-01053--001
*****70.00 *****70.00

CORPORATION(S) NAME

Financial Capital Resources, Inc.

☒ Profit

☐ NonProfit

Acts of Inc.

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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APR 3-11-96

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
FINANCIAL CAPITAL RESOURCES, INC.**

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Financial Capital Resources, Inc.

SECOND: The address of the principal office and the mailing address of the corporation is: The Cove, 4003 S. Westshore Boulevard, Apt. 2504, Tampa, Florida 33611-1046.

THIRD: The number of shares the corporation is authorized to issue is 100,000 (One hundred thousand) of common stock at \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify is:

Hilary Whitley
The Cove
4003 S. Westshore Blvd., Apt. 2504
Tampa, Florida 33611-1046

SIXTH: Except to the extent required by the Florida Business Corporation Act (the "Act"), no director shall have personal liability to the Corporation or its members, if any, for monetary damages for breach of duty of care or other duty as a director. No repeal or amendment of this Article, nor the adoption of any Article inconsistent with this Article shall eliminate or reduce retroactively the effect of this Article. If the Act is amended hereinafter to provide for further limitations on director's liability, then such further limitations shall be incorporate herein by reference, without the necessity of amending these Articles of Incorporation in order to list them.

SEVENTH: The Corporation shall be managed, its affairs regulated, and indemnity provided to its officers and directors as provided in its Bylaws.


EIGHTH: The names and addresses of the incorporators are:

Jeffrey P. Harrison
1201 Peachtree Street, NE
Suite 1240
Atlanta, Georgia 30361

Mary Lou Mulkeen
1201 Peachtree Street, NE
Suite 1240
Atlanta, Georgia 30361

Meaghan Bearss
1201 Peachtree Street, NE
Suite 1240
Atlanta, Georgia 30361

The undersigned has executed these Articles of Incorporation this 8th
day of March, 1996.


Jeffrey P. Harrison


Mary Lou Mulkeen


Meaghan Bearss

FILED
MAR 11 1996
CLERK OF SUPERIOR COURT
ATLANTA, GEORGIA

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

Dated March 8, 1996.

C T CORPORATION SYSTEM

By 
Allan Farnell
Assistant Secretary

P96000021818

SMITH, GAMBRELL & RUSSELL

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

ATTORNEYS AT LAW

SUITE 3100, PROMENADE II

1830 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309-3508

ESTABLISHED 1893

(404) 818-3800
TELECOPIER (404) 818-3808

ATLANTA FINANCIAL CENTER
SUITE 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GEORGIA 30306-1010
14041 884-8820
TELECOPIER 14041 884-8828

Keely Schneider-Truog
404-813-3653

July 2, 1996

VIA AIRBORNE

Secretary of the State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100001894311
-07/05/96--01003--001
*****35.00 *****35.00

Re: Articles of Merger

100001897121
-07/17/96--01101--003
*****35.00 *****35.00

Dear Madam or Sir:

Enclosed please find one original and two conformed copies of Articles of Merger for filing which merge McGoogan & Whitley, Inc., a Georgia corporation into Financial Capital Resources, Inc., a Florida corporation, with Financial Capital Resources, Inc. as the surviving corporation. Also enclosed is a check made payable to the Secretary of the State of Florida in the amount of \$35.00 to cover the filing fee.

Please stamp one of the enclosed conformed copies "filed" and return it to the undersigned in the enclosed pre-paid envelope.

Thank you for your assistance in this matter.

Very truly yours,

SMITH, GAMBRELL & RUSSELL

Keely Schneider-Truog

Keely Schneider-Truog

cc: Ms. Hilary Whitley (w/o enclosures)
William B. Wood, Esq. (w/o enclosures)

SH 7/11
Merge

Corpm/52582

FILED
96 JUL -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MCGOOGAN & WHITLEY, INC., a Georgia corporation not qualified in Florida

INTO

FINANCIAL CAPITAL RESOURCES, INC., a Florida corporation,
P96000021818.

File date: July 3, 1996

Corporate Specialist: Steven Harris

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
McGoogan & Whitley, Inc.	Georgia
Financial Capital Resources, Inc.	Florida

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: Financial Capital Resources, Inc. is complying with the applicable provisions of Sections 607.1101-607.1104 F.S. and with Section 607.1105 F. S., as the surviving corporation.

FOURTH: The plan of merger is set forth on Exhibit A attached hereto.

FIFTH: The effective date of the certificate of merger shall be upon filing of the Certificate of Merger with the Secretary of the State of Georgia.

SIXTH: The plan of merger was adopted by the Board of Directors and the Sole Shareholder of McGoogan & Whitley, Inc. on the 1st day of June, 1996 and was adopted by the Board of Directors and the Sole Shareholder of Financial Capital Resources, Inc. on the 1st day of June, 1996.

[SIGNATURES CONTAINED ON FOLLOWING PAGE]

Signed this 15th day of June, 1996.

SURVIVING CORPORATION

Financial Capital Resources, Inc.

By: Hilary Whitley
Hilary Whitley, President

MERGED CORPORATION

McGoogan & Whitley, Inc.

By: Hilary Whitley
Hilary Whitley, President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement"), made as of the 15th day of June, 1996 between McGoogan & Whitley, Inc., a Georgia corporation ("M & W") and Financial Capital Resources, Inc., a Florida corporation ("FCR"),

WITNESSETH:

WHEREAS, Hilary Whitley is the sole shareholder and director of M & W; and

WHEREAS, Hilary Whitley is also the sole shareholder and director of FCR;

WHEREAS, the parties deem it advisable for M & W to merge into FCR pursuant to Sections 14-2-1101 and 14-2-1105 of the Georgia Business Corporation Code in a statutory merger intended to qualify as a reorganization in accordance with Section 368(a)(1)(A)(2)(E) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and mutual agreements and promises contained herein, the parties hereto hereby agree as follows:

1. Merger. M & W shall merge into FCR with FCR being the surviving corporation. FCR shall continue its corporate existence and shall remain a Florida corporation. The parties hereto agree that this merger is in the best interest of the parties in that the operation of M & W is currently being conducted by the sole shareholder and director of FCR, as an employee of M & W, and such merger will increase efficiency, provide for consolidation of management and simplify operations.

2. Effective Date. The merger shall be effective upon filing of the Certificate of Merger with the Secretary of the State of Georgia pursuant to Section 14-2-1105 of the Georgia Business Corporation Code. The date upon which the merger shall become effective is referred to herein as the "Effective Date."

3. Abandonment of Plan. Notwithstanding any other provisions herein, this Agreement and Plan of Merger may be abandoned by mutual consent of the parties hereto at any time prior to the effective date.

4. Articles of Incorporation. The Articles of Incorporation of FCR as it exists on the Effective Date shall be and remain the Articles of Incorporation for the surviving corporation until the same shall be altered, amended or repealed.

5. Bylaws. The Bylaws of FCR as they exist on the Effective Date shall become the Bylaws of the surviving corporation until the same shall be altered, amended or repealed or until new Bylaws are adopted in accordance with the provisions of the laws of the State of Florida.

6. Directors and Officers. The directors and officers of FCR shall remain the directors and officers of the surviving corporation.

7. Effect of Merger. Upon the effective date, the separate existence of M & W shall cease and all its properties, rights, privileges and franchises, of whatever nature and description, including every action which M & W would have been capable of taking, shall be transferred to, vested in and evolved upon FCR, without further act or deed. Notwithstanding this provision, confirmatory deeds, assignments and other like instruments, being desirable to evidence such a transfer or vesting of any property, right, privilege or franchise, may at any time, from time to time, be made and delivered in the name of M & W by the last acting officers thereof, or by the corresponding officers of FCR. FCR shall be liable for all the debts and obligations of M & W and any claim existing or any action or proceeding pending by or against M & W may be prosecuted to judgment for decree as if such merger had not taken place or FCR may be substituted as a party in place of M & W and such judgment or decree against M & W or FCR shall constitute a lien upon the property of FCR. The merger shall not impair in any way the rights of any creditors or liens upon the property of any corporation a party to this merger.

8. Certificate of Merger. The actions required to be done by the Georgia Business Corporation Code in order to make the Agreement effective, including the filing of Certificate of Merger and publication of a Notice of Merger, shall be attended to by the proper officers of FCR as soon as practical.

9. Cancellation of Shares. On the effective date, all of the issued and outstanding shares of stock of M & W shall, without any action of the holders thereof, be canceled and of no effect. Such shares shall be surrendered for cancellation on the books of M & W.

10. Approvals. The Board of Directors and the sole Shareholder of FCR and M & W have approved and adopted this Agreement as a Plan of Merger within the provisions of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement upon the date first above written.

McGoogan & Whitley, Inc.,
a Georgia corporation

By: Hilary Whitley
Hilary Whitley

Title: President

Financial Capital Resources, Inc.,
a Florida corporation

By: Hilary Whitley
Hilary Whitley

Title: President