

LAW OFFICES  
JEFFREY R. SONN, P.A.  
SANCTUARY CENTRE, • SUITE 105C  
4800 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

MIAMI OFFICE  
BY APPOINTMENT  
2650 BISCAYNE BLVD.  
MIAMI, FLORIDA 33137

FILED  
JUL - 8 AM 9:30  
TALLAHASSEE, FLA.  
JUN 9, 1996  
P9600053945

800001881988  
-07/02/96--01130--010  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Inline Financial Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation relative to the above-referenced corporation.

In addition, please find this firm's check in the amount of \$122.50 which represents the filing fee for the Articles of Incorporation and certified copy.

Upon the filing of same, please return to me the certified copy of the Articles in the enclosed self-addressed, stamped envelope.

Thank you for your courtesy and cooperation. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Jeffrey R. Sonn

JRS:sj  
Enclosures

7/8/96  
TS

**ARTICLES OF INCORPORATION**

**OF**

**INLINE FINANCIAL GROUP, INC.**

The undersigned, who is a natural person competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

The name of this Corporation shall be **INLINE FINANCIAL GROUP, INC.**

**ARTICLE 2**

This Corporation shall have perpetual existence.

**ARTICLE 3**

The general purposes for which the Corporation is organized are:

1. To transact and engage in any or all lawful business as provided for by Florida Statutes, Chapter 607.

2. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

3. The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is legally qualified to render services in the State of Florida.

**ARTICLE 4**

The aggregate number of shares which the Corporation is authorized to issue is one thousand shares (1,000) shares. Such shares shall be of single class, and shall have a par value of ONE (\$1.00) DOLLAR.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether

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1963  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DALLAS

issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### **ARTICLE 5**

The street address of the initial registered office of the Corporation is: 7000 West Palmetto Park Road, Suite 402, Boca Raton, Florida. 33498, and the name of its initial registered agent at such address is **IRA MARTIN**.

The mailing address of the Corporation is: 7000 West Palmetto Park Road, Suite 402, Boca Raton, FL. 33498.

I hereby accept to act as registered agent, and agree to comply with the provision of said Act relative to keeping open said office.

  
**IRA MARTIN**  
(Registered Agent)

#### **ARTICLE 6**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The names and address of each person who is to serve as a member of the initial Board of

Directors are:

IRA MARTIN                      7000 West Palmetto Park Road, Suite 402  
Boca Raton, FL. 33498

#### **ARTICLE 7**

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than four (4) Directors. A majority of the first Board of Directors named above shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be proscribed by such By-Laws.

#### **ARTICLE 8**

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interest shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to 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.

#### **ARTICLE 9**

A. Stockholder Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any

action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

#### **ARTICLE 10**

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

#### **ARTICLE 11**

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

B. The amending process contained in Paragraph A above may be suspended and amendments made upon written approval by all of the Stockholders.

#### **ARTICLE 12**

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business, and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH

ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

**ARTICLE 13**

The name and address of each incorporator is:

Ira Martin  
7000 West Palmetto Park Road, Suite 402  
Boca Raton, FL. 33498

WITNESS my hand and seal this 20 day of May 1996

Ira Martin  
IRA MARTIN

FILED  
95 JUL -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

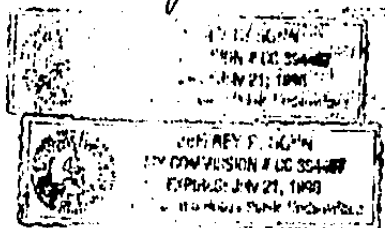
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared IRA MARTIN, who produced as identification, to me well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 20 day May, 1996.

[Signature]  
NOTARY PUBLIC

My Commission Expires:



**Barbieri & Screnci PA** Attorneys at Law

FRANK A. BARBIERI, JR.  
STEPHEN W. SCRENCI  
TODD D. WEPRI  
STEVEN C. RUBINO

FRANK C. CORSO  
OF COUNSEL

ADMITTED TO FLORIDA AND OHIO BARS  
ADMITTED TO FLORIDA AND MASSACHUSETTS BARS  
ADMITTED TO MASSACHUSETTS BAR ONLY

Florida Office  
3200 N. Military Trail  
Suite 200  
Boca Raton, FL 33431

Tel. (561) 997-5700  
Fax (561) 997-8737

Massachusetts Office  
15 Court Square  
Boston, MA 02108

Tel. (617) 227-0011  
Fax (617) 723-2032

May 27, 1997

Division of Corporations  
c/o Document Specialist  
P.O. Box 6327  
Tallahassee, Florida 32314

300002202393--8  
-06/05/97--01010--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attention: Michael Mays

Re: Our File No.: 97-02-063S  
Subject: Mutual, Inc.  
Your Ref. No.: W97000010776

Dear Mr. Mays:

Thank you for your letter dated May 9, 1997 in regard to the above referenced matter.  
Enclosed find the following:

1. A copy of your letter dated May 9, 1997.
2. Two (2) original Articles of Dissolution of InLine Financial Group, Inc. together with a check in the amount of Eighty-Seven and 50/100 Dollars (\$87.50), representing:

Filing Fees:	\$35.00
Certified Copy Fee:	\$52.50

3. Corporate Resolution of Mutual, Inc., a New York corporation, designating InLine Financial Group for use in the State of Florida.

Kindly file the enclosed Articles of Dissolution along with the Application by a Foreign Corporation for Authorization to Transact Business in the State of Florida and Application for Registration of Fictitious Name which were received by you under separate cover dated April 16, 1997.

DMC  
6-12-97

Wolfe

FILED  
97 JUN -5 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations

May 28, 1997

Page 2

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Please return a certified copy of the Articles of Dissolution together with the Certificates of Status the to the undersigned. If you have any questions in the meantime, please do not hesitate to contact us.

Thank you.

Very truly yours,

**BARBIERI & SCRENCI, P.A.**



Stephen W. Screnci  
For the Firm

SWS:jet  
Enclosures

cc: Mutual, Inc.





**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

May 9, 1997

STEPHEN W. SCRENCI  
%BARBIERI & SCRENCI, P.A.  
3200 N MILITARY TRAIL, STE 200  
BOCA RATON, FL 33431

SUBJECT: MUTUAL, INC.  
Ref. Number: W97000010776

We have received your document for MUTUAL, INC. and your check(s) totaling \$138.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 797A00024963

FILED

ARTICLES OF DISSOLUTION OF  
INLINE FINANCIAL GROUP, INC.

97 JUN -5 AM 11:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of INLINE FINANCIAL GROUP, INC., a Florida corporation, hereby execute these Articles of Dissolution and further state as follows:

1. The name of the Corporation is INLINE FINANCIAL GROUP, INC.

2. The date dissolution of this Corporation was authorized by the Stockholders and Directors is May 27, 1997.

3. The dissolution of this Corporation was approved by the Stockholders on the date described in Paragraph 2 above and that the number of votes cast by the Stockholders in favor of the dissolution was sufficient for approval of the dissolution of this Corporation.

4. Voting by voting groups of Stockholders was not required for dissolution of this Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Dissolution this 29 day of May, 1997, all in accordance with Section 607.0704, Florida Statutes.

WITNESSES:

*Mark Bejir*  
*Maryann LaVerche*  
*Charles C. Drury*  
*R. Sawyer*

INLINE FINANCIAL GROUP, INC., a  
Florida corporation


By: *IRA MARTIN*  
IRA MARTIN, President

By: *Tom Martin*, Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 29 day of May, 1997, by IRA MARTIN, President of INLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of said corporation, who has produced a Florida Driver License as identification.

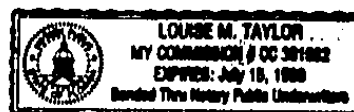
  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of May, 1997, by Ira Martin, Secretary of INLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of said corporation, who has produced a Florida Driver License as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



P96000056945

BARBIERI & SCRENCI, P.A.

ATTORNEYS AT LAW  
1200 N. MILITARY TRAIL  
SUITE 200  
BOCA RATON, FLORIDA 33431

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-07/14/97--01185--001  
\*\*\*\*200.00 \*\*\*\*\*35.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

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

FILED  
97 JUL 11 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rev.  
&  
Dissolution  
7/11/97

DA

ARTICLES OF REVOCATION OF DISSOLUTION OF  
INLINE FINANCIAL GROUP, INC.

FILED  
97 JUL 11 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of INLINE FINANCIAL GROUP, INC., a Florida corporation, hereby execute these Articles of Revocation of Dissolution and further state as follows:

1. The name of the Corporation is INLINE FINANCIAL GROUP, INC.
2. Articles of Dissolution for the Corporation were voluntarily filed with the Secretary of State on June 5, 1997.
2. On June 26, 1997, the Stockholders and Directors authorized the Revocation of the Articles of Dissolution of this Corporation.
3. The revocation of dissolution of this Corporation was approved by the Stockholders on the date described in Paragraph 2 above and that the number of votes cast by the Stockholders in favor of the dissolution was sufficient for approval of the dissolution of this Corporation.
4. Voting by voting groups of Stockholders was not required for dissolution of this Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Revocation of Dissolution this 26th day of June, 1997, all in accordance with Section 607.0704, Florida Statutes.

WITNESSES:

Steven C. Rubino  
Steph J. Ball

INLINE FINANCIAL GROUP, INC., a  
Florida corporation

By: [Signature]  
IRA MARTIN, President/Secretary

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of June, 1997, by IRA MARTIN, President and Secretary of INLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of said corporation, who has produced a Florida Driver License as identification.

Stephen W. Sorenci  
Notary Public  
My Commission Expires:



STEPHEN W. SORENCI  
My Comm. Exp. 4/08/00  
Bonded by Service Ins  
No. CC845130

**FILED**

**ARTICLES OF DISSOLUTION OF**

**97 JUN -5 AM 11:47**

**INLINE FINANCIAL GROUP, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned President and Secretary of **INLINE FINANCIAL GROUP, INC.**, a Florida corporation, hereby execute these Articles of Dissolution and further state as follows:

1. The name of the Corporation is **INLINE FINANCIAL GROUP, INC.**
2. The date dissolution of this Corporation was authorized by the Stockholders and Directors is **May 27, 1997.**
3. The dissolution of this Corporation was approved by the Stockholders on the date described in Paragraph 2 above and that the number of votes cast by the Stockholders in favor of the dissolution was sufficient for approval of the dissolution of this Corporation.
4. Voting by voting groups of Stockholders was not required for dissolution of this Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Dissolution this 29 day of May, 1997, all in accordance with Section 607.0704, Florida Statutes.

WITNESSES:

*[Signature]*  
*Maryann L. Leach*  
*Charles E. Leach*  
*R. Sawyer*

**INLINE FINANCIAL GROUP, INC., a  
Florida corporation**


By: *[Signature]*  
**IRA MARTIN, President**

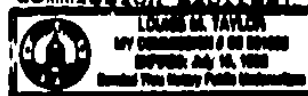
By: *[Signature]*  
**Tim Martin, Secretary**

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF PALM BEACH


The foregoing instrument was acknowledged before me this 29 day of May, 1997, by IRA MARTIN, President of INLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of said corporation, who has produced a Florida Driver License as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of May, 1997, by Ira Martin, Secretary of INLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of said corporation, who has produced a Florida Driver License as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

