

P96000070100

Henderson & Kisslan

Attorneys at Law

4431 S.W. 64th Avenue • Suite 119 • Annexular Building • Davie, Florida 33314
(305) 797-6001 FAX (305) 797-6003

GLENN O. HENDERSON
DONALD J. KISSLAN

OUR FILE NO.:

August 27, 1996

Secretary of State
DIVISION of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Medley Brothers, Inc.
Document #96000070100

Gentlemen:

Please be advised that we represent Medley Brothers, Inc., a corporation which has just been filed with your office on August 22, 1996 under the document number referenced above.

In reviewing the filed Articles, I discovered that the Place of Business under Article II of the Articles of Incorporation shows an incorrect address. The address should be as follows:

Medley Brothers, Inc.
c/o Donald J. Kisslan
4431 SW 64 Avenue, #119
Davie, FL 33314

Please change your records to reflect this change and acknowledge same by return mail.

Thank you in advance for your anticipated cooperation and do not hesitate to contact me if you should have any questions.

Respectfully,


Donald J. Kisslan

DJK/dcrr

*address
chg
8/30
ST*

P 900000 70100

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 201-9171
(904) 201-0100 FAX
800-342-0086



LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 062002 82170A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 122.50

ORDER DATE : August 22, 1996

ORDER TIME : 10:58 AM

ORDER NO. : 062002

CUSTOMER NO: 82170A

CUSTOMER: Donald J. Kisslan, Esq.
HENDERSON & KISSLAN

200001930002

Suite 119
4431 S.W. 64th Avenue
Davie, FL 33314

DOMESTIC FILING

NAME: MEDLEY BROTHERS, INC.

EFFECTIVE DATE:

- X ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- X CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 22 PM 3:23

RECEIVED
96 AUG 22 PM 1:30
DIVISION OF CORPORATIONS

8/22/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 22 PM 3: 23

ARTICLES OF INCORPORATION
OF
Medley Brothers, Inc.

I, the undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is:

Medley Brothers, Inc.

ARTICLE II

PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be: 7007 Golfpoint Circle, Tamarac, FL 33321.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of no par value common stock, which shall be designated "Common Shares".

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4431 SW 64 Avenue, #119, Davie, Florida 33314, and the name of the initial registered agent of this corporation at that address is Donald J. Kisslan.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3)

and addresses of the initial directors of this corporation are:

Dennis R. Medley	396 Keystone Drive Valparaiso, IN 46383
Charles D. Medley a/k/a C. Douglas Medley	2310 Dombey Road Portage, IN 46368
Myles L. Medley	161 E. Co Road, #2508 Valparaiso, IN 46383

ARTICLE X

INITIAL OFFICERS

The name and address of the initial officers of this corporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Dennis R. Medley	President	396 Keystone Drive Valparaiso, IN 46383
Charles D. Medley a/k/a C. Douglas Medley	Vice President	2310 Dombey Road Portage, IN 46368
Myles L. Medley	Secretary/ Treasurer	161 E. Co Road, #2508 Valparaiso, IN 46383

ARTICLE XI

INCORPORATORS

The name and street address of the persons signing this document entitled "Articles of Incorporation" are:

Dennis R. Medley	396 Keystone Drive Valparaiso, IN 46383
Charles D. Medley a/k/a C. Douglas Medley	2310 Dombey Road Portage, IN 46368
Myles L. Medley	161 E. Co Road, #2508 Valparaiso, IN 46383

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 25th day of July, 1996.

Dennis R. Medley
Dennis R. Medley

Charles D. Medley
Charles D. Medley a/k/a C.
Douglas Medley

Myles L. Medley
Myles L. Medley

STATE OF Indiana)

COUNTY OF Porter)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, Dennis R. Medley, known to me and known by me to be the person who

executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, who is personally known to me and who did take an oath.

DATED this 25th day of July, 1996.

Judith A. Schan
Notary Public, State of ~~Florida~~ ^{INDIANA}
My Commission Expires: 12-19-97
My Commission No. 330792

STATE OF Indiana)
COUNTY OF Porter)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, Charles D. Medley a/k/a C. Douglas Medley, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, who is personally known to me and who did take an oath.

DATED this 25th day of July, 1996.

Judith A. Schan
Notary Public, State of ~~Florida~~ ^{Indiana}
My Commission Expires: 12-19-97
My Commission No. 330792

STATE OF Indiana)
COUNTY OF Porter)

BEFORE ME, a notary public authorized to take acknowledgments

In the State and County set forth above, personally appeared, Myles L. Medley, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, who is personally known to me and who did take an oath.

DATED this 25th day of July, 1996.

Judith A. Schan
Notary Public, State of ~~Florida~~ ^{Indiana}
My Commission Expires: 12-19-97
My Commission No. 330792

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 22 PM 3: 23

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/resident agent, in the State of Florida.

1. The name of the corporation is:

Medley Brothers, Inc.

2. The name and address of the registered agent and office is:

Donald J. Kisslan
4431 SW 64 Avenue, #119
Davie, FL 33314

SIGNATURE:

Dennis R. Medley
Dennis R. Medley

TITLE: Incorporator

DATE:

7/25/96

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE 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 PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Donald J. Kisslan
Donald J. Kisslan

DATE:

August 9, 1996