

Document Number Only

P9600074050

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP - 7 PM 12:46

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

100001340281
-09/05/96--01100--011
***122.50 ***122.50

CORPORATION(S) NAME

Oak Tree Receivables, Inc.

Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of P.A.

☐ Limited Liability Partnership

☐ Fictitious Name

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CR2E031 (1-89)

D. BROWN SEP - 6 1996

Walk - IJ 9/10



SEP 5 1996
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
September 5, 1996

*Please back date
Thanks*

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: OAK TREE RECEIVABLES, INC.
Ref. Number: W96000018600

We have received your document for OAK TREE RECEIVABLES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 196A00041623

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -5 PM 12:46

CERTIFICATE OF INCORPORATION
OF
OAK TREE RECEIVABLES, INC.

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Florida, DO HEREBY CERTIFY as follows:

ARTICLE I
NAME

The name of the Corporation is OAK TREE RECEIVABLES, INC. (the "Corporation")

ARTICLE II

The address of the principal office and the mailing address of the corporation is: 1111 Park Centre Boulevard, in the City of Miami, County of Dade, Florida 33169.

ARTICLE III

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

ARTICLE IV

CORPORATE PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage exclusively in the following activities:

(a) to acquire from time to time from Oak Tree Medical Systems, Inc. and any Affiliate of Oak Tree Medical Systems, Inc. any or all right, title and interest in, to and under (i) receivables, including without limitation any right to payment from any Person, it being understood that any such receivable may constitute (but need not constitute) an account, chattel paper, instrument, general intangible, or interest in or claim in or under any policy of insurance, and any assets and rights relating to any

such receivable, (ii) any books, documents, papers, instruments, records, information, computer disks and tapes, or agreements relating to any of the foregoing, (iii) any post office boxes and lock-box accounts, (iv) all monies due or to become due with respect to any of the foregoing, and (v) all amounts received with respect to and all proceeds of any of the foregoing (the items referred to in clauses (i), (ii), (iii), (iv) and (v) being referred to collectively as "Receivables Assets");

(b) to purchase, acquire (whether by contribution or otherwise), own, hold, service, sell, assign, pledge and otherwise deal with Receivables Assets and any proceeds and rights relating thereto (all of the foregoing being referred to collectively as "Receivables Assets Actions");

(c) to enter into and perform obligations pursuant to one or more contribution and sale agreements, health care receivables purchase agreements, promissory notes, health care receivables loan and security agreements, servicing agreements, and any other documents, instruments and agreements relating to Receivables Assets or Receivables Asset Actions (all of the foregoing being referred to collectively as the "Agreements"); and

(d) to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the laws of the State of Delaware that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

The limitations on the Corporation's business, purposes and activities as set out in this Article IV may not be altered except upon the affirmative vote of the holders of 100% of the outstanding common stock and the unanimous affirmative vote of all the directors of the Corporation.

As used in this Certificate of Incorporation: (i) an "Affiliate" of any Person shall mean any other Person controlling, controlled by or under common control with such Person or, in any event, a Person which has the power to vote 25% or more of the securities having ordinary voting power for the election of directors of the specified Person; (ii) "control" of a specified Person shall mean the ability to direct or cause the direction of the management and policies of the specified Person, whether through the direct or indirect ownership of the voting securities of such specified Person, by contract or otherwise; and (iii) "Person" shall mean any legal person, including without

limitation any individual, corporation, partnership, joint venture, limited liability company, association, joint-stock company, trust, unincorporated organization, governmental entity or other entity.

ARTICLE V

INDEPENDENT DIRECTOR

At all times the board of directors shall include at least one individual who is an Independent Director. "Independent Director" shall mean a director who (i) is not and never was employed by the Corporation as an officer or employee or by any Affiliate of the Corporation as a director, officer or employee; (ii) is not and never was (and is not and never was an Affiliate of a Person that is) a significant advisor or consultant to the Corporation or any Affiliate of the Corporation; (iii) is not and never was an Affiliate of a significant customer or supplier of the Corporation or any Affiliate of the Corporation; (iv) is not and never was an Affiliate of a Person of which the Corporation or any Affiliate of the Corporation is a significant customer; (v) does not and never did have significant personal services contract(s) with the Corporation or any Affiliate of the Corporation; and (vi) is not and never was a spouse, parent, sibling or child of any Person covered by any of clauses (i) through (v).

As used in this Article V, the following terms shall have the following meanings: (a) a Person shall be deemed to be a "significant advisor or consultant to the Corporation or any Affiliate of the Corporation" if such Person received during the preceding fiscal year of the Corporation (or is expected to receive during the then current fiscal year of the Corporation) fees or similar compensation from the Corporation or any Affiliate of the Corporation in excess of the lesser of (I) 3% of the consolidated gross revenues of the Corporation and its Affiliates during the preceding fiscal year of the Corporation; (II) 5% of the gross revenues of such Person during the preceding calendar year, if such Person is an individual; and (III) 5% of the consolidated gross revenues of such Person during its preceding fiscal year, if such Person is not an individual; provided, however, that an individual's fees and expense reimbursements in such individual's capacity as a director shall not be included in the gross revenue of an individual for purposes of this determination; (b) a "significant customer of the Corporation or any Affiliate of the Corporation" shall mean a customer from which the Corporation and any Affiliate of the Corporation collectively in the preceding fiscal year of the Corporation received payments which are in excess of 3% of the consolidated gross revenues of the Corporation and its Affiliates

during such fiscal year; (c) a "significant supplier of the Corporation or any Affiliate of the Corporation" shall mean a supplier to which the Corporation and any Affiliate of the Corporation collectively in the preceding fiscal year of the Corporation made payments in consideration for the supplier's products and services in excess of 3% of the consolidated gross revenues of the Corporation and its Affiliates during such fiscal year; (d) the Corporation or any Affiliate of the Corporation shall be deemed a "significant customer" of a Person if the Corporation and any Affiliate of the Corporation collectively were the direct source during such Person's preceding fiscal year of in excess of 5% of the gross revenues which such Person received for the sale of its products and services during such fiscal year; and (e) an individual shall be deemed to have "significant personal services contract(s) with the Corporation or any Affiliate of the Corporation" if the fees and other compensation received by such individual pursuant to personal services contract(s) with the Corporation and any Affiliate of the Corporation exceeded or would exceed 5% of such individual's gross revenue during the preceding calendar year; provided, however, that an individual's fees and expense reimbursements in such individual's capacity as a director shall not be included in the gross revenue of an individual for purposes of this determination.

ARTICLE VI

CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have authority to issue is one thousand (1,000), consisting of one thousand (1,000) shares designated as common stock and the par value of each such share of common stock is one cent (\$0.01), amounting in the aggregate to ten dollars (\$10.00).

ARTICLE VII

POWERS OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter, amend or repeal the By-Laws of the Corporation.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by Section 145 of the General Corporation Law of Florida, or any amendment thereto or successor provision thereto, all Persons who may be indemnified pursuant thereto.

ARTICLE IX

NO DIRECTOR LIABILITY

Personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Florida Law, and in accordance with paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Florida, as the same is in effect on the date hereof or may hereafter be amended from time to time to further restrict the personal liability of directors; provided, that no amendment of said provision shall expand the personal liability of the directors beyond the extent permitted by such provision on the date hereof.

ARTICLE X

ELECTION OF DIRECTORS

Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE XI

CORPORATE PROCEDURES

In order to better preserve and ensure the Corporation's separate and distinct corporate identity, the Corporation shall:

(a) Conduct its business at an office separate from the offices of each Affiliate of the Corporation, which office of the Corporation may consist of office space shared with an Affiliate, a portion of which is allocated solely to the Corporation;

(b) Maintain corporate records and books of account separate from those of every Affiliate of the Corporation; and

(c) Be governed by a Board of Directors that shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions.

ARTICLE XII

CORPORATE RESTRICTIONS

Without the unanimous affirmative vote of all of the members of its board of directors, including the Independent Director, the Corporation shall not:

(a) institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition or consent to a petition seeking reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, or make any assignment for the benefit of creditors; or, except as required by law, admit in writing its inability to pay its debts generally as they become due, or take any corporate action in furtherance of any such action;

(b) dissolve or liquidate, in whole or in part; merge or consolidate with or into any other entity, or convey or transfer all or substantially all of its properties and assets to any other entity unless:

(x) the entity (if other than the Corporation) formed or surviving the consolidation or merger or which acquires the properties and assets of the Corporation is organized and existing under the laws of any State of the United States or the District of Columbia, expressly assumes the due and punctual payment or performance of, any and all obligations of the Corporation, including without limitation the obligations of the Corporation under any of the Agreements, and has a Certificate of Incorporation containing provisions substantially identical to the provisions of Article IV, Article V, Article XI, this Article XII and Article XIII; and

(y) immediately after giving effect to the transaction, no default or event of default has occurred and is continuing under any indebtedness

of the Corporation or any agreements relating to such indebtedness; or

(c) incur, assume or guarantee any indebtedness for borrowed money or for the deferred purchase price of goods or services except in connection with the activities referred to in Article IV.

ARTICLE XIII

RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION

Without the unanimous affirmative vote of all of the members of the Board of Directors of the Corporation, including the Independent Director, the Corporation shall not amend, alter, change or repeal Article IV, Article V, Article XI, Article XII or this Article XIII. Subject to the foregoing limitation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the law of the State of Delaware, and all rights of the stockholders of the Corporation are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th
day of September, 1996.


Joey Bryan, Incorporator

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
96 SEP -5 PM 12:07

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.

C T CORPORATION SYSTEM

Dated September 5, 1996

By Connie Bryan
Connie Bryan
Special Assistant Secretary

Document Number Only

P96000074050

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002256553--2

-08/04/97--01107--006

*****70.00 *****70.00

EFFECTIVE DATE

7-30-97

Oak Tree Receivables, Inc.
merging into:

Oak Tree Acquisition, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

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7-30

Merger/PC-7/3/

File 2nd

CR2E031 (1-89)

**ARTICLES OF MERGER
OF
OAK TREE RECEIVABLES, INC.
INTO
OAK TREE ACQUISITION, INC.**

FILED
97 JUL 30 PM 2:10
SECRETARY OF STATE
TALLAHASSEE
EFFECTIVE DATE
7-31-97

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 is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
OAK TREE RECEIVABLES, INC.	Florida
OAK TREE ACQUISITION, INC.	Arkansas

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: The foreign corporation complies with the applicable provisions of Section 607.1105 F.S.

FOURTH: The plan of merger is as follows:

(1) OAK TREE RECEIVABLES, INC., a Florida corporation ("OTR"), will merge with and into OAK TREE ACQUISITION, INC., an Arkansas corporation ("OTI" and "Surviving Corporation"). Both entities are owned by MB Holding Corp., a Nevada corporation.

(2) OTR shall be merged with and into OTI and the separate corporate existence of OTR shall thereupon cease (the "Merger"). OTI shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Arkansas, and all of the rights, privileges, powers, immunities, purposes and franchises of OTR shall be vested in the Surviving Corporation. The Merger shall have the effects specified in Section 4-27-1106 of the Arkansas 1987 Business Corporation Act and Section 1106 of the Florida Business Corporation Act.

The Articles of Incorporation and Bylaws of OTI shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

The persons who are the officers and directors of OTI immediately prior to the merger shall be and become the officers and directors of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their

earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws.

(3) Each share of Common Stock, par value \$0.01 per share, of OTI issued and outstanding immediately prior to the Merger shall continue to be an issued and outstanding share and shall continue to evidence ownership of the same number of shares of Common Stock of the Surviving Corporation.

As a result of the Merger, all OTR Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate representing any shares of OTR Common Stock shall thereafter cease to have any rights with respect to such shares of Common Stock.

FIFTH: The effective date of the certificate of merger shall be 4:00 p.m., Little Rock Arkansas time, on the 31st day of July, 1997.

SIXTH: The plan of merger was adopted by the Board of Directors of Surviving Corporation on the 28th day of July, 1997, and was adopted by the shareholders of OTR on the 28th day of July, 1997.

Signed this 28th day of July, 1997.

OAK TREE RECEIVABLES, INC.

By 

Scott A. Haire
President

OAK TREE ACQUISITION, INC.

By 

Scott A. Haire
President

P96000074050

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

OAK TREE RECEIVABLES, INC., a Florida corporation, document number
P96000074050

INTO

OAK TREE ACQUISITION, INC., an Arkansas corporation not qualified in
Florida.

File date: July 30, 1997, effective July 31, 1997

Corporate Specialist: Karen Gibson