

P96000094337

JOSEPH R. FISHER

2300 East Ocean Blvd.
Suite E-3
Stuart, FL 34996
Fax (407) 221-8886

Tel. (407) 221-8885

Tel. (407) 283-4107

600001938058
-09/04795 --01080 --004
*****70.00 *****70.00

August 29, 1996

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

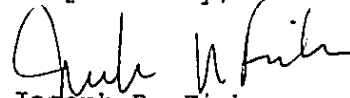
Enclosed, please find, the original and one duplicate of the Certificate and Articles of Incorporation for Makefield Investment Banking, Inc.

Also enclosed, is a check or money order in the amount of \$70.00 from Makefield Investment Banking, Inc. to cover your processing fees.

When these documents have been processed, please forward them directly to my office at 2300 East Ocean Boulevard, Stuart, Florida 34996.

Thank you for your cooperation in this matter.

Respectfully,

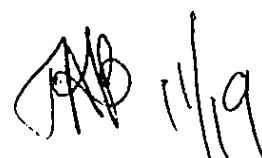

Joseph R. Fisher

encl:

~~11/19~~

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96 NOV 19 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Accounting



Taxes



ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
92399-0350

November 12, 1996

Mr. Joseph R. Fisher
2300 East Ocean Blvd.
Suite E-3
Stuart, FL 34996

Dear Mr. Fisher:

Re: "Makefield Investment Banking, Inc."

On October 3, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning October 18, 1996, for 21 days until November 8, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

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Page Two

used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution or trust company. Therefore, the Department is able to grant your request for approval of the corporate name "Makefield Investment Banking, Inc.".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building-Suite 636
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 6, 1996

JOSEPH R. FISHER
2300 E. OCEAN BLVD.
SUITE E-3
STUART, FL 34996

SUBJECT: MAKEFIELD INVESTMENT BANKING, INC.
Ref. Number: W96000018685

We have received your document for MAKEFIELD INVESTMENT BANKING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00041723

ARTICLES OF INCORPORATION
OF
MAKEFIELD INVESTMENT BANKING, INC.

FILED
26 NOV 19 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be Makefield Investment Banking, Inc. and the address of this corporation is 789 South Federal Highway, Stuart, Florida 34994.

ARTICLE II.

DURATION

This corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This corporation is organized to transact any lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue 5000 shares of common stock, with no par or stated value. The consideration to be paid for each share shall be payable in money, property, or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

CAPITALIZATION

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their name:

Barry C. Hixon	2500 Shares
Robert Mc Cann	2500 Shares

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2300 E. Ocean Boulevard, Stuart, Florida 34996 and the name of the initial registered agent of this corporation at that address is Joseph R. Fisher.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have two Director(s) 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 one. The name and address of the initial officer(s) of this corporation are:

Barry C. Hixon
8800 South Ocean Drive
Jensen Beach, Florida 34957 President

Robert Mc Cann
12147 Rosedale Terrace
Boynton Beach, Florida 33437 Vice President

ARTICLE IX.

INCORPORATORS

The name and address of the incorporator(s) signing these Articles of Incorporation are:

Robert Mc Cann 12147 Rosedale Terrace
Boynton Beach, Florida 33437

IN WITNESS WHEREOF, the subscribing incorporator(s) hereunto set their hands and seals this 29th day of August, 1996.

WITNESSES:

Joseph N. Fisher
Marsha Makemson

Robert Mc Cann
Robert Mc Cann

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Robert Mc Cann known to me and known by me to be the subscribing incorporator(s) who executed the foregoing Articles of Incorporation, and he/they acknowledged before me that he/they executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of August, 1996.

Lynn S Schaming
Notary Public

My Commission Expires:

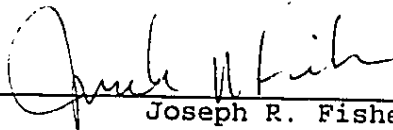
Personally Known _____
Produced Identification X _____
Type of Identification Produced _____
FL DA # M350-760-60-082-0 _____
Expires: 03-07-2000 _____



LYNN SIGMAN SCHAMING
MY COMMISSION # CC411285 EXPIRES
October 3, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I, having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Joseph R. Fisher

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96 NOV 19 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA