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REFERENCE :

MOTE LA CALFARATION 190237 5416A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: December 16, 1996

ORDER TIME :

5:53 PM

ORDER NO. : 190237-005

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CUSTOMER NO:

5416A

CUSTOMER: Richard Haber, Esq

CRAMER HABER MCDONALD &

LEVINE, P.A.

1311 North Church Avenue

Tampa, FL 33607

DOMESTIC FILING

NAME:

MLH II FINANCIAL SERVICES,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Amc 12/17/96

FILED

ARTICLES OF INCORPORATION

96 DFC 17 PH 3:17

OF

MLH II FINANCIAL SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MLH II FINANCIAL SERVICES, INC.

The address of the principal office of this corporation shall be 1311 North Church Avenue, Tampa, Florida 33607, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Robert L. McDonald, Jr. 1311 North Church Avenue Dir. Tampa, Florida 33607

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 16, 1996.

CORPORATION SERVICE COMPANY

By: Da () (GG Its Agent, Gail Shelby)

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Son Sheel

CLD/dwl

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Richard Mala	30) 87D-8320	
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Examiner's Initials

AMENDMENT TO ARTICLES OF INCORPORATION

97 JAN -3 PH 12: 07
SECRETARY OF STATE
TALLAMASSEE FLORIDA

OF

MLH IT FINANCIAL SERVICES. INC.

WHEREAS, the Articles of Incorporation of MLH II FINANCIAL SERVICES, INC. were filed with and approved by the Secretary of State of the State of Florida on December 176, 1996; and

WHEREAS, it is the intention of all of the Directors and Shareholders of the corporation that the Articles of Incorporation of the corporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of the corporation hereinafter set forth was approved by all of the Directors and Shareholders of the corporation pursuant to the provisions of Florida law; and

WHEREAS, the Directors and Shareholders have adopted a Resolution calling for the amendment to the Articles set forth herein. The amendment was adopted on December 27, 1996.

NOW, THEREFORE, the Articles of Incorporation of MLH II FINANCIAL SERVICES, INC. are hereby amended as follows:

ARTICLE I. NAME

The name of the corporation shall be:

MLH FINANCIAL SERVICES II, INC.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27th day of December, 1996.

Richard M. Haber, President and

Director

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this __ day of Docombor, 1996, by kichard M. Habor, as Prosident and Director of MLH II FINANCIAL SERVICES, INC., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC

(Print Name) LINDA BULL State of Florida at Large (Seal)

MY CONTAINS NOT & CC 261916 Cypie23: January 11, 109/ Conded Thru Hotery Public Underwitten

My Commission Expires

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