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FILE
DEC 26 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LINN AND ASSOCIATES
6446 Central Avenue
Saint Petersburg, Florida 33707
December 24, 1996

Mr. Jay Kassees
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

800002039808--9
-12/27/96--01092--011
*****78.75 *****78.75

Dear Mr. Kassees:

Enclosed are the Articles of Incorporation for M.P. Linn, Inc. I appreciate your filing these papers before year-end. I am enclosing a check for \$78.75 to cover the fees for filing and for obtaining the certificate of status.

If you have any questions, please call me at (813) 968-4893. If I am unavailable, please call Max Linn at (813) 381-7500.

Thank you for your advice and prompt attention to this matter.

Sincerely,
Susan D. Steiner

Susan D. Steiner

Linda Smith GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VIII
DATE 12-26-96
DOC. EXAM KMH

**ARTICLES OF INCORPORATION
OF
M. P. LINN, INC.**

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TALLAHASSEE
FLORIDA

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

**ARTICLE I
Name of Corporation**

The name of the corporation shall be:

M. P. LINN, INC.

**ARTICLE II
Nature of Business**

The general nature of the business to be transacted by this corporation is anything related to financial planning or any other activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Capital Stock**

The maximum number of shares the corporation is authorized to have outstanding at any one time is 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

**ARTICLE IV
Initial Capital**

The amount of capital with which this corporation will begin business is not less than One Thousand (\$1000.00) Dollars.

**ARTICLE V
Term of Existence**

This corporation is to exist perpetually.

**ARTICLE VI
Principal Place of Business**

The initial street address in this state of the principal office of this corporation is: 6446 Central Avenue, Saint Petersburg, Florida 33707. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MAX P. LINN
6446 Central Avenue
Saint Petersburg, Florida 33707

ARTICLE VIII
Subscribers

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

SUSAN D. STEINER
6446 Central Avenue
Saint Petersburg, Florida 33707

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 6446 Central Avenue, Saint Petersburg, Florida 33707, and the Registered Agent shall be SUSAN D. STEINER who shall accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI
Commencement of Corporate Existence

The date that corporation existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

IN WITNESS WHEREOF, the incorporator above named, has hereunto set her hand and seal this 24th day of December 1996.

Susan D. Steiner
SUSAN D. STEINER

ACCEPTANCE OF REGISTERED AGENT

SUSAN D. STEINER does hereby accept the designation of Registered Agent and states that she is familiar with, and accepts, the obligations provided for in 607.0501, Florida Statutes.

DATED this 24th day of December 1996.

Susan D. Steiner
SUSAN D. STEINER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING was acknowledged and sworn to before me this 24th day of December 1996 by Susan D. Steiner of M. P. Linn Inc.



Cathy Leimkuhler
Notary Public

My Commission Expires 2/17/98