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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

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-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.**

FILED  
96 DEC 26 PM 12:14  
SECRETARY OF STATE  
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  
COUNTRY 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 Leimkuehler  
Notary Public

My Commission Expires 2/17/98