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Office Use Only

(known):

1 (Corporation Name) (Document #)
2 (Corporation Name) (Document #) EFFECTIVE DATE 12-23-96
3 (Corporation Name) (Document #)
4 (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A , Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Change of Address

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P. CHAMBERLAIN DEC 31 1996

Examiner's initials

ARTICLES OF INCORPORATION
OF
THE MARTIN FINANCIAL GROUP, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida

EFFECTIVE DATE
12-23-96

ARTICLE I

The name of this corporation shall be **The Martin Financial Group, Inc.**

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida

ARTICLE III

The number of shares of stock authorized by the corporation is 1,000,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence effective as of December 23, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The street address and mailing address of the initial principal office of the corporation shall be **New World Tower, 100 North Biscayne Boulevard, Suite 601, Miami, Florida 33132.**

ARTICLE VI

The initial office of the registered agent of this corporation shall be at **New World Tower, 100 North Biscayne Boulevard, Suite 601, Miami, Florida 33132**. The initial registered agent at that address shall be **Gregory A. Martin.**

ARTICLE VII

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders

ARTICLE VIII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be

Martin Tchanz
Mark A. Silverman

ARTICLE IX

The name and address of the Incorporator is

Gregory A. Martin & Associates, P.A.
New World Tower
Suite 601
100 North Biscayne Boulevard
Miami, Florida 33132

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

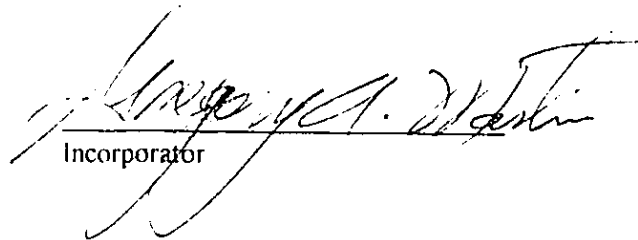
ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

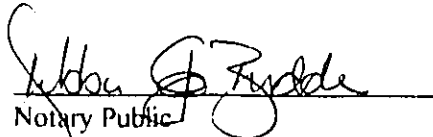
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22nd day of December, 1996


Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Gregory A. Martin to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed

WITNESS my hand and official seal in the State and County aforesaid, this 23 day of December, 1996


Notary Public
State of Florida

My Commission Expires



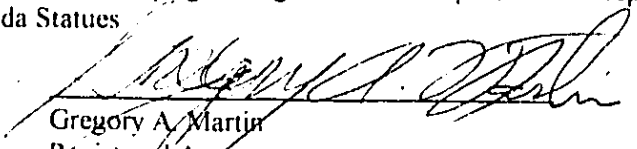
DEBBIE GELABERT BUDDE
My Commission CC533064
Expires Feb. 15, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with the laws of Florida, the following is submitted

First, that Martin Financial Group, Inc., desiring to organize under the laws of the State of
Florida, has named Gregory A. Martin, Miami, County of Dade, State of Florida, as its statutory
Registered Agent

Having been named the statutory Registered Agent of the above corporation at the place
designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to
comply with the provisions of Florida law relative to keeping the registered office open, and I accept
the obligations of Section 607.0501 Florida Statutes


Gregory A. Martin
Registered Agent

DATED this 23 day of December, 1996

RECEIVED
10-11-1996
FBI

LAW OFFICES

GREGORY A. MARTIN
& ASSOCIATES, P.A.

January 9, 1997

NEW WORLD TOWER
100 NORTH DISCAYNE BOULEVARD
SUITE 601
MIAMI, FLORIDA 33132
TELEPHONE (305) 373-4644
TELEFAX (305) 373-5744

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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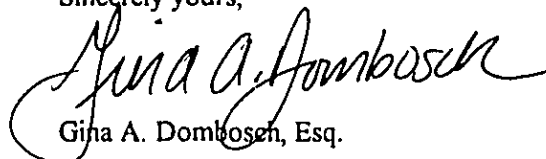
**Re: The Martin Financial Group, Inc.
Martin Accounts Receivable Services, Inc.**

Dear Sir or Madam:

I am enclosing for filing an original plus one copy of an Amendment to the Articles of Incorporation for each of the above referenced corporations. I have also enclosed two checks for \$35.00 representing the appropriate filing fee for the same.

If you have any questions, or need additional information, please contact me at (305) 373-4644. Thank you for your anticipated cooperation.

Sincerely yours,


Gina A. Dombosch, Esq.

Enclosures

C:\OFFICE\WPWIN\WPDOS\TSCHANZL-SECSTA.109

FILED
97 JAN 22 PM 2:35
TALLAHASSEE, FLORIDA
SH 1/23
Amended



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

Jina A. Dombosch, Esq.
Gregory A. Martin & Associates, P.A.
100 N. Biscayne Blvd., Suite 601
Miami, FL 33132

SUBJECT: THE MARTIN FINANCIAL GROUP, INC.
Ref. Number: P96000104402

We have received your document for THE MARTIN FINANCIAL GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00002499

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THE MARTIN FINANCIAL GROUP, INC.
(BY THE INCORPORATOR)**

FILED
97 JAN 22 PM 2:35
TALLAHASSEE, FLORIDA

**PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION
ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF
AMENDMENT.**

FIRST: The name of the corporation is The Martin Financial Group Inc.

SECOND: The names of the first directors of the corporation are Martin Tchanz and
Mark A. Silverman.

THIRD: The Articles of Incorporation of this Corporation are amended by changing
the Article numbered "8" so that, as amended, said Article shall read as follows:

ARTICLE VIII. The names and addresses of the directors of the corporation, who shall
hold office for the first year or until their successors are duly elected and qualified, shall be:

Martin Tschanz
David Smith

FOURTH: The Amendment to the Articles of Incorporation of the Corporation set forth
above was adopted on the 21st day of January 1997.

FIFTH: Prior to the issuance of shares, the amendment was adopted by the
incorporator and shareholder action was not required.

Signed this 21st day of January, 1997

THE MARTIN FINANCIAL GROUP, INC.

By:


Gregory A. Martin
Incorporator