

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
1-1-97

REQUEST TAKEN CONFIRMED APPROVED
DATE 1/3/97
TIME 9:30 CK No. _____
BY CD

WALK-IN
Will Pick Up _____

RE: medley, Inc

| | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input checked="" type="checkbox"/> Art. of Inc. File | | |
| _____ Corp. Record Search | | |
| _____ Ltd. Partnership File | | |
| <input checked="" type="checkbox"/> Foreign Corp. File | | |
| <input checked="" type="checkbox"/> () Cert. Copy(s) | | |
| _____ Art. of Amend. File | | |
| _____ Dissolution/Withdrawal | | |
| _____ C U S- | | |
| _____ Fictitious Name File | | |
| _____ Name Reservation | | |
| _____ Annual Report/Reinstatement | ***122.50 | ***122.50 |
| _____ Reg. Agent Service | | |
| _____ Document Filing | | |
| _____ Corporate Kit | | |
| _____ Vehicle Search | | |
| _____ Driving Record | | |
| _____ Document Retrieval | | |
| _____ UCC 1 or 3 File | | |
| _____ UCC 11 Search | | |
| _____ UCC 11 Retrieval | | |
| _____ File No.'s, _____ Copies | | |
| _____ Courier Service | | |
| _____ Shipping/Handling | | |
| _____ Phone () | | |
| _____ Top Priority | | |
| _____ Express Mail Prep. | | |
| _____ FAX () pgs. | | |
| SUBTOTALS | | |

| | |
|--------------------------------|--|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 15% per Annum.

THANK YOU
from
Your Capital Connection

FILED
97 JUN -3 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 100
TALLAHASSEE, FL 32301

SUBJECT: MEDLEY, INC.
Ref. Number: W97000000124

RECEIVED
JAN 3 1997
DIVISION OF CORPORATIONS

We have received your document for MEDLEY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 797A00000247

of Polk County, Inc.

Corrected
(00)

EFFECTIVE DATE

1-1-97

ARTICLES OF INCORPORATION
OF

MEDLEY OF POLK COUNTY, INC.

FILED
97 JAN -3 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is MEDLEY OF POLK COUNTY, INC.

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 417 S. Florida Avenue and its mailing address is 417 S. Florida Avenue. Lakeland, Florida 33803

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective January 1, 1997, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata

portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

| <u> Name </u> | <u> Business Address </u> |
|---------------------------------|---|
| Abel A. Putnam | 100 E. Main Street, Lakeland, FL 33801 |

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the

shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation are:

 Name Address

Abel A. Putnam 100 E. Main Street, Lakeland, FL 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 100 E. Main Street, Lakeland, FL 33801 and the name of the initial registered agent of the corporation at that address is Abel A. Putnam.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 2nd day of January, 1997.

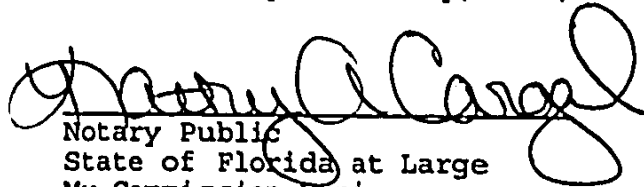
~~_____~~ (SEAL)
ABEL R. PUTNAM, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ABEL A. PUTNAM, who is personally known to me.

WITNESS my hand and official seal this 2nd day of January, 1997, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304


FILED
97 JAN -3 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

MEDLEY, INC., with its place of business at 417 S. Florida Avenue, Lakeland, Florida 33803, has named ABEL A. PUTNAM, located at 100 E. Main Street, Lakeland, Florida 33803, as its agent to accept service of process within Florida.

Dated: January 2, 1997.


ABEL A. PUTNAM, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated January 2, 1997.


ABEL A. PUTNAM
Registered Agent