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February 19, 1997

Scott F. Barnett, J.D., LL.M.

Secretary of State  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/26/97--01002--013  
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Re: Articles of Incorporation:  
BRANDON FINANCIAL CENTER, INC.

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced Corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned a copy of the Articles of Incorporation marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,

  
Scott F. Barnett

SFB:mcs  
Enclosures

MAR 3

BSB

FILED  
97 FEB 25 PM 3:55  
TALLAHASSEE, FLORIDA  
STATE

**ARTICLES OF INCORPORATION  
OF  
BRANDON FINANCIAL CENTER, INC.**

**FILED**  
97 FEB 25 PM 3:55  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME OF CORPORATION**

The name of this Corporation is:  
BRANDON FINANCIAL CENTER, INC.

**ARTICLE II  
DURATION OF CORPORATE EXISTENCE**

The duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE OF CORPORATE**

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal office or mailing address of the Corporation is:

238 EAST DAVIS BOULEVARD, SUITE 205  
TAMPA, FLORIDA 33606-3756

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

- A.** The street address of the initial registered office of this Corporation is:

238 EAST DAVIS BOULEVARD, SUITE 205  
TAMPA, FLORIDA 33606-3756

- B.** The name of the initial Registered Agent of this Corporation at such address is:

SCOTT F. BARNETT, J.D., LL.M.

**ARTICLE VII**  
**INCORPORATOR**

- A.** The name of the person signing these Articles is:

SCOTT F. BARNETT, J.D., LL.M.

- B.** The address of the person signing these Articles of Incorporation is:

238 EAST DAVIS BOULEVARD, SUITE 205  
TAMPA, FLORIDA 33606-3756

**ARTICLE VIII**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

**ARTICLE IX**  
**REMOVAL OF DIRECTORS**

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

## **ARTICLE X**

### **INTERESTED DIRECTORS CONTRACTS**

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

**A.** The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

**B.** The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

**C.** The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

## **ARTICLE XI**

### **EXTRAORDINARY ACTION**

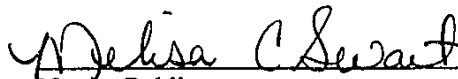
The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of February, 1997.

  
SCOTT F. BARNETT, J.D., LL.M.

STATE OF FLORIDA       )  
                                      )  
COUNTY OF HILLSBOROUGH )

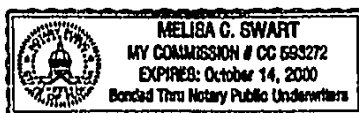
THE FOREGOING INSTRUMENT was acknowledged before me this 19<sup>th</sup> day of February, 1997 by SCOTT F. BARNETT, J.D., LL.M., who ✓ is personally known to me or        has produced        as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]

  
Notary Public

MELISA C. SWART  
(Printed Name of Notary)

My Commission Expires:

CC 593272  
(Serial Number, if any)



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97 FEB 25 PM 3:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF RESIDENT AGENT**

Having been named to accept service of process for BRANDON FINANCIAL CENTER, INC., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.



SCOTT F. BARNETT, J.D., LL.M