

TERRY L. MCCOLLOUGH, P. A.

ATTORNEY AT LAW  
538 EAST WASHINGTON STREET  
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*February 20, 1997*  
**P9700022413**  
VIA EXPRESS MAIL

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500002094735--9  
-02/21/97--01107--007  
\*\*\*122.50 \*\*\*122.50

Re: New Corporation  
Meridian Company of Florida

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for filing with the Secretary of State for this new corporation. After filing the enclosed, please provide us with a certified copy of same. A check in the amount of \$122.50 is enclosed for the filing and certified copy.

Thank you for your cooperation in this matter and if you have any questions regarding the enclosed, please do not hesitate to call.

Sincerely yours,

*T.L. McCollough*  
Terry L. McCollough

TLM/eid  
Enclosures

1-jackie@hildebrand.com

*Name: EIC  
By: Sharon Take  
2 DEKIS AK Duffin*  
*7/26*  
*W97-4532*  
*NIA*  
*R.A. WRR Acamp*  
97 MAR 12 PM 12:00  
FILED

**TERRY L. MCCOLLOUGH, P. A.**

ATTORNEY AT LAW  
538 EAST WASHINGTON STREET  
ORLANDO, FLORIDA 32801

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(407) 420-9182

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March 7, 1997

**VIA EXPRESS MAIL**

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: New Corporation -  
Meridian Company and Associates of Central Florida  
Reference Number: W97000004538

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for filing with the Secretary of State for this new corporation. After filing the enclosed, please provide us with a certified copy of same. A check in the amount of \$122.50 was previously sent.

I am also enclosing a copy of your February 26, 1997 letter number 797A00010007 as reference.

Thank you for your cooperation in this matter and if you have any questions regarding the enclosed, please do not hesitate to call.

Sincerely yours,

  
Terry L. McCollough

TLM/eid  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1997

TERRY L MCCOLLOUGH  
538 EAST WASHINGTON STREET  
ORLANDO, FL 32801

SUBJECT: MERIDIAN COMPANY OF FLORIDA  
Ref. Number: W97000004538

We have received your document for MERIDIAN COMPANY OF FLORIDA 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 797A00010007

FILED  
97 MAR 12 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**MERIDIAN COMPANY AND ASSOCIATES OF CENTRAL FLORIDA**

The undersigned, acting as incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is:

**MERIDIAN COMPANY AND ASSOCIATES OF CENTRAL FLORIDA**

**ARTICLE 2. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 3. PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- (a) To engage in every phase and aspect of business lawful to a corporation formed under the laws of the State of Florida;
- (b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the corporation's business activities.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms,

This instrument prepared by:

Terry L. McCollough, Esquire  
Terry L. McCollough, P.A.  
538 East Washington Street  
Orlando, FL 32801  
(407) 420-9182  
Fla. Bar. No. 562361

or individuals, to carry on any lawful pursuit necessary to incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

#### **ARTICLE 4. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full part value of the shares.

#### **ARTICLE 5. INITIAL OFFICE AND REGISTERED AGENT**

The street address of the initial office of the corporation is 7777 Fox Knoll Place, Winter Park, Florida 32792. The name of the corporation's initial registered agent is Terry L. McCollough, Esquire, located at 538 East Washington Street, Orlando, Florida, 32801.

#### **ARTICLE 6. INCORPORATOR**

The name and address of the incorporator is as follows:

Terry L. McCollough, Esquire  
538 East Washington Street  
Orlando, FL 32801

#### **ARTICLE 7. DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Barbara R. Ruble  
7777 Fox Knoll Place  
Winter Park, Florida 32792

Roland E. Ruble  
7777 Fox Knoll Place  
Winter Park, Florida 32792

**ARTICLE 8. CUMULATIVE VOTING FOR DIRECTORS**

Every shareholder having the right to vote as a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all these votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

**ARTICLE 9. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

**ARTICLE 10. AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on the board of directors and shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of March, 1997.

  
Terry L. McCollough  
Incorporator

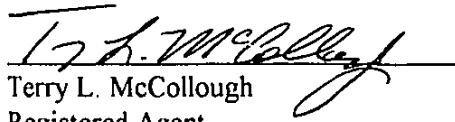
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Meridian Company and Associates of Central Florida, desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 7777 Fox Knoll Place, City of Winter Park, County of Orange, State of Florida, has named Terry L. McCollough, Esq., located at 538 E. Washington Street, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
Terry L. McCollough  
Registered Agent

FILED  
97 MAR 12 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA