

P97000030951

Law Office of  
Robert L. Ulrich  
146 Second Street North, Suite 310  
St. Petersburg, Florida 33701

Phone (813) 898-1996

Fax (813) 823-8961

February 17, 1997

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

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-02/19/97-01021-013  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

W97-4366

RE: Capital Funding Group, Inc.

Dear Sir/Madam:

Enclosed are Articles of Incorporation for Capital Funding Group, Inc. for filing, together with a check for incorporation filing fees in the amount of \$122.50. Please return a Certified Copy to the above-referenced address at your earliest convenience; the fee for this request is included in the enclosed check.

Please don't hesitate to contact this office if you have any questions.

Sincerely,

*Lisa G. Tully*

Lisa G. Tully

Legal Assistant for Robert L. Ulrich

/s/  
Enclosure

MAR 27

FILED  
97 APR -4 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Law Office of*  
**Robert L. Ulrich**  
*146 Second Street North, Suite 310*  
*St. Petersburg, Florida 33701*

*Phone (813) 898-1996*

*Fax (813) 823-8961*

March 24, 1997

Florida Department of State  
Division of Corporations  
ATTN: Kathy Hyman  
P.O. Box 6327  
Tallahassee, FL 32314

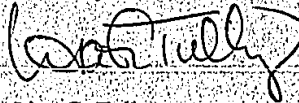
RE: Capital Finance Group, Inc.  
Ref Number: W97000004366

Dear Ms. Hyman:

Enclosed is a resubmission of Articles of Incorporation, with a new and available name and the registered agent and registered office now consistent. The incorporation filing fees of \$122.50 have already been paid, as noted in the above reference number. Please return a Certified Copy to the above-referenced address at your earliest convenience.

Please don't hesitate to contact this office if you have any questions.

Sincerely,



Lisa G. Tully  
Legal Assistant for Robert L. Ulrich

/lt  
Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 24, 1997

ROBERT L. ULRICH  
146 SECOND STREET NORTH  
SUITE 310  
ST. PETERSBURG, FL 33701

SUBJECT: CAPITAL FUNDING GROUP, INC.  
Ref. Number: W97000004366

We have received your document for CAPITAL FUNDING GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 997A00009563



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 27, 1997

ROBERT L. ULRICH  
146 SECOND STREET NORTH  
SUITE 310  
ST. PETERSBURG, FL 33701

SUBJECT: CAPITAL FINANCE GROUP, INC.  
Ref. Number: W97000004366

We have received your document for CAPITAL FINANCE GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 997A00009563

*Law Office of*  
**Robert L. Ulrich**  
*146 Second Street North, Suite 310*  
*St. Petersburg, Florida 33701*

*Phone (813) 898-1996*

*Fax (813) 823-8961*

April 1, 1997

Florida Department of State  
Division of Corporations  
ATTN: Brenda Baker  
P.O. Box 6327  
Tallahassee, FL 32314

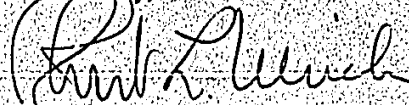
RE: United Capital Funding Corp.  
Ref Number: W9700004366

Dear Ms. Baker:

Enclosed is a resubmission of Articles of Incorporation, with a new and available name and the registered agent and registered office now consistent. The incorporation filing fees of \$122.50 have already been paid, as noted in the above reference number. Please return a Certified Copy to the above-referenced address at your earliest convenience.

Please advise at your earliest convenience.

Sincerely,



Robert L. Ulrich

/s/  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED CAPITAL FUNDING CORP.**

**FILED**  
97 APR -4 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be **UNITED CAPITAL FUNDING CORP.**

**ARTICLE II - PURPOSE AND POWERS**

**Section 1.** The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

**Section 2.** The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 501 First Avenue North, Suite 624, St. Petersburg, Florida 33701.

#### **ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 501 First Avenue North, Suite 624, St. Petersburg, Florida 33701.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 501 First Avenue North, Suite 624, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be:

Name	Address
Gerard J. Curley	501 First Avenue North, Suite 624 St. Petersburg, Florida 33701

#### **ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be Ten Thousand (10,000) shares of common stock having a par value of Seventy Five Cents (\$.75) per share.

### **ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1.** The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

**Section 2.** The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
GERARD J. CURLEY	501 First Avenue North, Suite 624 St. Petersburg, FL 33701

**Section 3.** The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

**Section 4.** Directors shall be elected and hold office as provided in the Bylaws.

### **ARTICLE IX - BYLAWS**

**Section 1.** The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

**Section 2.** The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

**Section 3.** Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

## **ARTICLE X - AMENDMENTS**

**Section 1.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

**Section 2.** The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving

shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are thirty five (35) or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

#### **ARTICLE XI - INCORPORATOR**

The name and address of the incorporator is:

Name

Address

GERARD J. CURLEY

501 First Avenue North, Suite 624

St. Petersburg, FL 33701

#### **ARTICLE XII - ELECTIONS REGARDING**

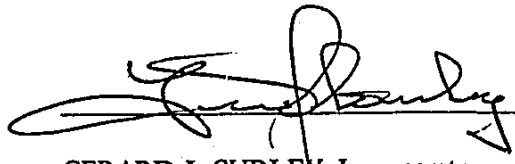
#### **CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the

interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1<sup>st</sup> day of April, 1997.

  
GERARD J. CURLEY, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **UNITED CAPITAL FUNDING CORP.**
2. The name and address of the registered agent and office is:

**GERARD J. CURLEY**

**501 First Avenue North, Suite 624**

**St. Petersburg, FL 33701**

SIGNATURE

  
**GERARD J. CURLEY**

TITLE: **Incorporator**

DATE: **APRIL 15 1997**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

GERARD J. CURLEY

DATE: APRIL 1<sup>st</sup>, 1997

FILED  
97 APR -4 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA