

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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97 APR 14 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STANDARD  
DIVISION  
TALLAHASSEE, FLORIDA

1.) Idea Bank Consulting Group, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

"When you need ACCESS to the world"  
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 24, 1997

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE ROAD  
MOUNT VERNON SQUARE  
TALLAHASSEE, FL 32303

SUBJECT: IDEA BANK CONSULTING GROUP, INC.  
Ref. Number: W97000006669

RECEIVED  
97 APR 14 PM 12:53  
TALLAHASSEE, FLORIDA

We have received your document for IDEA BANK CONSULTING 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):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 197AC0014644

*Corrected*  
*Thanks*  
*Gilda*

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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

*Hudgeons  
w/imp.*

March 26, 1997

FILED  
97 APR 14 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA


Mr. Tom Hudgeons  
President  
The Idea Bank Consulting Group, Inc.  
P. O. Box 691873  
Orlando, FL 32869

Dear Mr. Hudgeons:

Re: "The Idea Bank Consulting Group, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

  
Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

**FILED**  
97 APR 14 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
IDEA BANK CONSULTING GROUP, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is Idea Bank Consulting Group, Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS**

The purpose for which this corporation is organized is to engage in the business of providing consulting services to businesses, and may transact any and all lawful business for which corporations may be incorporated under the laws of the United States of America and of the State of Florida.

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the board of directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

## **ARTICLE V**

### **INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be Robert P. Saltzman. The street address of the initial registered office of this corporation is 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789. The initial place of business of this corporation and the mailing address is 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789. The board of directors from time to time may move the registered office and principal office of the corporation to any other address in the State of Florida.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

There shall be a board of directors for this corporation that shall consist of not less than one (1). Except the number constituting the initial board of directors, the number of directors shall be decided by the resolution of the shareholders.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The name and address of the member of the initial board of directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal, or death is:

#### **Name**

#### **Street Address**

Thomas Hudgeons

9118 Galleon Court  
Orlando, Florida 32819

## **ARTICLE VIII**

### **INCORPORATOR**

The name and street address of the incorporator is Robert P. Saltzman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789.

## ARTICLE IX

### BYLAWS

The powers to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of shareholders.

## ARTICLE X

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

## ARTICLE XI

### PRE-EMPTIVE RIGHTS

Every shareholder, upon sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price that is offered to others.

## ARTICLE XII

### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended any time by a resolution adopted by a majority vote of the board of directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director at the time and place of the meeting and the purpose thereof. Any amendment of these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this 19th day of March, 1997.

Robert P. Saltsman  
Robert P. Saltsman

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Idea Bank Consulting Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named Robert P. Saltzman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, as agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to 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.

*Robert Saltzman*

Registered Agent

*3/19/97*

Date:

**FILED**  
97 APR 14 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA