



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 424101 4381472

AUTHORIZATION

COST LIMIT : \$ 78.75

*Patricia Pizant*

ORDER DATE : June 11, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 424101-005

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL

Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

900002208919--8

NAME: MUNICIPAL FINANCIAL, CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED  
JUN 11 1997  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 11 AM 11:34  
DIVISION OF CORPORATION

4

8N JUN 11 1997



FAX COVER SHEET

DATE: June 10, 1997

TO: Janice Myers, Legal Assistant

LAW FIRM/COMPANY: Broad And Cassel

FAX NO.: 407-425-8377

FROM: Karen B. Rozar/tsy

TOTAL PAGES: 1 (including cover sheet)

If you do not receive all pages, please call.

RE: MUNICIPAL FINANCIAL CORP.

NAME RESERVATION FILING CONFIRMATION

NAME RESERVED : MUNICIPAL FINANCIAL CORP.

STATE OF RESERVATION : Florida

DATE OF RESERVATION : 061097

LENGTH OF RESERVATION : 120 Days

RESERVATION NUMBER : R97000002825  
(if applicable)

ARTICLES OF INCORPORATION

OF

MUNICIPAL FINANCIAL, CORP.

FILED

97 JUN 11 PM 1:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MUNICIPAL FINANCIAL, CORP.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 4300 North Miller Road, Suite 202, Scottsdale, Arizona 85251.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of this corporation's initial Board of Directors is as follows:

Gary M. Reynolds	4300 North Miller Road Suite 202 Scottsdale, Arizona 85251
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ARTICLE VII - INDEMNIFICATION

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for any claims, liabilities, costs or expenses, including but not limited to the reasonable costs and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 10th day of June, 1997.

B&C Corporate Services of  
Central Florida, Inc.

By: 

Randal M. Alligood, Vice  
President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is MUNICIPAL FINANCIAL, CORP.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801

MUNICIPAL FINANCIAL, CORP.

By: B&C Corporate Services of  
Central Florida, Inc.

By: Randal M. Alligood, Vice President

Title: Incorporator

Dated this 10th day of June, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of  
Central Florida, Inc.

By: Randal M. Alligood, Vice President

Dated this 10th day of June, 1997.