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GLASSMAN & GOLDEN NORRIS

Attorneys at Law

Gary M. Glassman, Esquire
Admitted in Florida & New York
Sylvia Golden Norris, Esquire
Admitted in Florida

40 North Osprey Avenue, Suite C
Sarasota, FL 34236
Phone: (941) 955-5954
Facsimile: (941) 951-0623

June 19, 1998

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

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****122.50 ****122.50

RE: MERIDIAN CAPITAL, LTD. ~~INC.~~

To Whom it May Concern:

Enclosed please find the original Articles of Incorporation for Meridian Capital, Ltd. and our check number 3589 in the amount of \$122.50 for filing the Articles. Please process and return a copy of the Articles to this office after they are filed.

Thank you for your attention in this matter.

Very truly yours,

Christine M. Stockton

Christine M. Stockton
Legal Secretary

/cms
Enclosure

Christine GAVE
AUTHORIZATION BY PHONE TO
CORRECT *soffie (Inc.)*
DATE *6/24*
OC. EXAM *BB*

98 JUN 22 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JUN 24 1998

ARTICLES OF INCORPORATION

OF

MERIDIAN CAPITAL, INC.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **Meridian Capital, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 387 South Shore Drive, Sarasota, Florida 34234.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the

United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of one director, whose name and street address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CLIFFORD WILDES	387 South Shore Drive Sarasota, Florida 34234

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CLIFFORD WILDES	387 South Shore Drive

Sarasota, Florida 34234

ARTICLE IX - BY-LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge By-Laws as provided in the By-Laws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

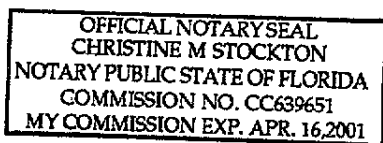
This corporation has named Clifford Wildes, as its agent to accept service of process within the State. The street address of the initial registered office is 387 South Shore Drive, Sarasota, Florida 34234.

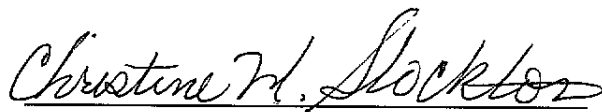
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19th day of June, 1998.


CLIFFORD WILDES

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19 day of June, 1998 by **CLIFFORD WILDES**, who is personally known to me or who produced his FLORIDA
DRIVER'S LICENSE as identification.




Notary Public
Printed Name:
My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.



CLIFFORD WILDES

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA