

**MBMA Capital, Inc.**

99 MAY 24 AM 11:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 22, 1999  
P 99 0000 48307

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

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-05/24/99--01076--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

This concerns forming a corporation using the name of:

MBMA Capital, Inc.

Enclosed are:

1. The original and one copy of the articles of incorporation.
2. A check in the amount of \$70 for the filing fee.
3. Certificate of designation for a registered agent and office.

If you have any questions regarding the material, please contact me at the address and phone number given.

Sincerely,



Brian A. Wenner  
Incorporator

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4949 MARBRISA DRIVE, STE. 1405 TAMPA, FL 33624 (813) 968-0478

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TALLAHASSEE, FLORIDA

**MBMA CAPITAL, INC.**

**ARTICLES OF  
INCORPORATION**

**ADOPTED BY THE  
INCORPORATORS**

**May 22, 1999**

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME AND PURPOSE**

The name of the Corporation shall be MBMA Capital, Inc. (referred to herein as Corporation). The Corporation is organized for the purpose of making investments and providing products, services and financing to business, individuals, and other consumers and for such additional purposes as may permit the conduct of all related and collateral activities.

**ARTICLE II - GENERAL POWERS**

The Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary and convenient to carry out its business and affairs, to the extent permitted by law.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 4949 Marbrisa Drive, Suite 1405, Tampa, FL 33624.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Michael J. Dubaldi, 4949 Marbrisa Drive, Suite 1405, Tampa, FL 33624.

**ARTICLE V - SHARES**

Section 1: Authorized Shares

The number of shares of stock the Corporation is authorized to have outstanding at any one time is 250,000. All of the shares shall be common stock with no par value per share.

## Section 2: Rights of Shareholders

Holders of Corporation shares (referred to herein as Shareholders) shall have unlimited voting rights and are entitled to receive a proportional amount of the net assets of the Corporation upon dissolution.

## Section 3: Issuance of Shares

The Shareholders, in accordance with the voting requirements specified in the Corporation's Bylaws, shall determine the number of shares the Corporation will issue, subject to the limitation specified in Section 1 above. The Shareholders shall also determine the terms and conditions of the sale and issuance of shares.

## Section 4: Preemptive Rights

(a) The Corporation elects to have preemptive rights for Shareholders. Shareholders shall have preemptive rights, on uniform terms and conditions to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Shareholders to issue them.

(b) Shares subject to preemptive rights must be acquired by Shareholders for cash within 90 days from the date that notice of such sale and issuance of stock is deemed to be given.

(c) Upon expiration of the 90 day period, Shareholders who purchased shares during said period, shall have preemptive rights to acquire proportional amounts of the unpurchased shares authorized for issuance. For the purposes of this subsection, proportional amounts shall be determined by excluding Shareholders who failed to exercise their preemptive rights for the first sale phase noted in subsections (a) and (b). The terms and conditions which applied to the first phase offer shall also apply to the purchase of the unissued shares.

(d) Shares subject to preemptive rights that are not purchased by Shareholders' may be issued to any person for a period of 90 days after Shareholders' preemptive rights expire. Consideration for said shares must be equal to or greater than the consideration offered to the Shareholders.

## Section 5: Corporate Acquisition of Shares

The Corporation may acquire its own shares upon the occurrence of designated events or when the Board of Directors determines that such action is in the best interests of the Corporation. Shares so acquired, constitute authorized but unissued shares.

Reissuance of said shares requires the authorization of the Shareholders as specified in Section 3.

#### Section 6: Restriction of Share Transfer

If a Shareholder desires to sell or in any way transfer ownership of all or part of his/her shares, the Shareholder must first offer the Corporation an opportunity to acquire the shares. Consideration for the sale of such restricted shares shall be set at either par value or the price at which the Shareholder acquired the shares, whichever is greater.

#### Section 7: Corporate Obligations for Restricted Shares

(a) If a Shareholder desires to sell or transfer ownership of all or part of his/her shares, the Corporation is obligated to acquire all or part of the restricted shares to the extent that it is financially able to make such acquisition. The acquisition must occur within six (6) months of the date that the Board of Directors receives written notice from the Shareholder indicating his or her desire to sell said restricted shares.

(b) Restricted shares that are not acquired by the Corporation within the six (6) month period may be sold or otherwise transferred to any person. Consideration for said restricted shares must be equal to or greater than the consideration offered to the Shareholders.

#### Section 8: Redemption of Shares

(a) The Corporation may, at its option, redeem a Shareholder's shares upon the death of the Shareholder at either the par value or the price at which the deceased Shareholder acquired the shares, whichever is greater. The Corporation shall exercise its redemption option within 60 days from the date of the Shareholder's death.

(b) Payment for said redemption shall be in the form of cash or indebtedness at the election of the Corporation. If corporate indebtedness, in whole or part, is used for said redemption, the indebtedness shall be satisfied through equal monthly payments not to exceed 24 months to the heir(s) or the estate of the deceased Shareholder.

(c) Shares acquired through these redemption provisions constitute authorized but unissued shares. Reissuance of said shares requires the authorization of the Shareholders as specified in Section 3.

## ARTICLE VI - BYLAWS

### Section 1: Adoption

The Bylaws of the Corporation shall establish the general principles for managing the business and regulating the affairs of the Corporation. The right to adopt Bylaws is specifically reserved to the Shareholders.

### Section 2: Changes

Bylaws may be altered, amended, or repealed and new Bylaws adopted at any annual meeting of the Shareholders or at any special meeting of the Shareholders if notice of such proposed action is contained in the notice of meeting.

## ARTICLE VII - DIRECTORS AND OFFICERS

### Section 1: Powers of the Board of Directors

All corporate powers, except for those reserved for Shareholders by these Articles of Incorporation and the Corporation's Bylaws, shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Board of Directors.

### Section 2: Number of Directors and Term

The Board of Directors shall consist of not less than two (2) nor more than nine (9) individuals. The Directors shall be elected at the annual meeting of the Shareholders. Each Director shall hold office for one year unless reelected by the Shareholders, or until a successor is elected and qualified.

### Section 3: Corporate Officers

The Officers of the Corporation shall consist of a President, Vice President, and Secretary/Treasurer. The same individual may simultaneously hold more than one office in the Corporation.

### Section 4: Election of Officers

Each Officer of the Corporation shall be a member of the Board of Directors and shall be elected simultaneously as Director and Officer.

Section 5: Removal of Directors and Officers

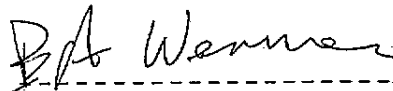
The Shareholders may remove one or more Directors and Officers with or without cause through a majority vote of the Shareholders entitled to vote on the matter.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

Brian A. Wenner  
4949 Marbrisa Drive, Suite 1405  
Tampa, FL 33624.

The undersigned incorporator have executed these Articles of Incorporation this 22th day of May, 1999.

 05/22/99  
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Brian A. Wenner                      Date

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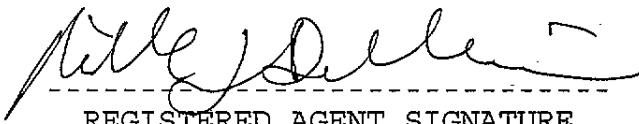
## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE FLORIDA.

1. The name of the corporation is MBMA Capital, Inc.
2. The name and address of the registered agent and office are:

Michael J. Dubaldi  
4949 Marbrisa Drive, Suite 1405  
Tampa, Florida 33624

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.

  
REGISTERED AGENT SIGNATURE

May 22, 1999

DATE