

Division of Corporations

POH000073170

Florida Department of State
Division of Corporations
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(((H02000160925 2)))

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

Attn: Beth Register

02 JUL -3 PM 4: 26
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTICATION

METRO ASSET MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$120.00

Jul-02-2002 01:50pm From: PORTER WRIGHT MORRIS

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T-936 P 002/002 F-891

Jul-02-2002 10:44am From: PORTER WRIGHT MORRIS

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T-R17 P 002/006 F-896
H02000160925**CERTIFICATE OF DOMESTICATION****OF****METRO ASSET MANAGEMENT, INC.**

Pursuant to Section 607.1801, Florida Statutes, Metro Asset Management, Inc., an Ohio corporation, hereby submits to the Florida Department of State the attached Articles of Organization and this Certificate of Domestication to domesticate to a Florida corporation to be henceforth known as "Metro Asset Management, Inc."

1. The date on which and the jurisdiction in which Metro Asset Management, Inc., an Ohio corporation, was first created or otherwise came into being are:

- A. Date: March 10, 1998.
- B. Jurisdiction: Ohio

2. The name of the corporation immediately prior to the filing of this Certificate of Domestication was METRO ASSET MANAGEMENT, INC., an Ohio corporation.

3. The name of the corporation as set forth in the attached Articles of Incorporation is METRO ASSET MANAGEMENT, INC., a Florida corporation.

4. The principal place of business of the corporation immediately prior to the filing of this Certificate of Domestication was at 1300 Terminal Tower, 50 Public Square, Cleveland, Ohio 44113-2253.

4. The effective date and time of the domestication of Metro Asset Management, Inc. to a Florida corporation shall be the date and time this Certificate of Domestication and the Articles of Incorporation of Metro Asset Management, Inc. are filed with the Florida Department of State.


Patrick S. Metro, President

Date: July 2, 2002

Jul-02-2002 11:48am From: PORTER WRIGHT MORRIS

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**ARTICLES OF INCORPORATION
OF
METRO ASSET MANAGEMENT, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL -3 PM 4:00

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be METRO ASSET MANAGEMENT, INC.

ARTICLE II - Purpose

The Corporation shall have the power to engage in the business of real estate management.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 850, of which 350 shares are Class A common stock and 500 shares are Class B common stock. All of the shares are without par value.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

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ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - Control Share Act

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Tyler B. Korn, Esquire. The street address of the Corporation's registered office is 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108-2709.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 716 Fitch Apple Lane, Naples, Florida 34108.

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ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Tyler B. Korn, Esquire, Porter, Wright, Morris & Arthur, 5801 Pelican Bay Blvd., Suite 300, Naples, Florida 34108-2709.

ARTICLE XI - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of July, 2002.



Tyler B. Korn, Esquire
Porter, Wright, Morris & Arthur
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108-2709

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607.0501 of the 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 of Florida.

1. The name of the corporation is Metro Asset Management, Inc.
2. The name and address of the registered agent and office are:

Tyler B. Korn, Esquire
Porter, Wright, Morris & Arthur
5801 Pelican Bay Blvd., Suite 300
Naples, Florida 34108-2709

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: July 2, 2002.


Tyler B. Korn, Esquire

02 JUL -3 PM 4:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS