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BASIC AMENDMENT

ALLIANCE MORTGAGE COMPANY

EFFECTIVE DATE  
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EFFECTIVE DATE  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EVERHOME MORTGAGE COMPANY**  
(Formerly known as Alliance Mortgage Company)

EverHome Mortgage Company (the "Corporation") hereby certifies that: (a) it is a corporation organized and existing under and by virtue of the Florida Business Corporation Act, Chapter 607, Florida Statutes, as may be amended from time to time (the "Act"); (b) the Corporation was previously named Alliance Mortgage Company under its prior Amended and Restated Articles of Incorporation filed with the Secretary of State of Florida on September 9, 1996; (c) the name under which the Corporation was originally incorporated on March 11, 1977 was Jacksonville National Mortgage Company; (d) the Corporation desires to change its name to EverHome Mortgage Company, change the identity of the Corporation's Registered Agent in Florida and omit matters of historical interest; and (e) this Amended and Restated Articles of Incorporation restates, integrates and amends the Articles of Incorporation and has been duly proposed and adopted in accordance with Section 607.1007(1) of the Act, by the Unanimous Written Consent of the Corporation's Board of Directors and Sole Shareholder dated as of September 8, 2003.

The provisions of the Amended and Restated Articles of Incorporation are hereby amended and restated effective as of February 2, 2004 so as to read, in their entirety, as shown below:

**ARTICLE I**

Name and Duration

The name of the Corporation is EverHome Mortgage Company. The duration of the Corporation is perpetual.

**ARTICLE II**

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 8100 Nations Way, Jacksonville, Florida 32256.

**ARTICLE III**

Registered Office and Agent

The street address of the registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 in the County of Broward. The name of the registered agent at such address is CT Corporation System.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Act:

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is seventy-five thousand (75,000) shares of Common Stock \$.10 par value per share.

ARTICLE VI

Board of Directors

The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X

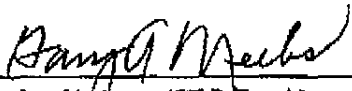
Restrictions on Transfer of Stock

The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may deem necessary or advisable.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Articles of Incorporation this 1st day of January, 2004.

Effective Date: February 2, 2004

  
\_\_\_\_\_  
Gary A. Meeks, Chairman/CEO, President