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FLORIDA PROFIT/NON PROFIT CORPORATION

WATERFORD RESCAP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
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NO.595 P.1

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August 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DIVINE & ESTES, P.A.

SUBJECT: WATERFORD RESCAP, INC.
REF: W09000035731

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporation address must be consistent wherever it appears in the document. Article II list the principal address in the city of Maitland. On the registered agent certificate it indicate the principal office is located in the city of Orlando. Please make the necessary correction and return for filing.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000176662
Letter Number: 609A00026917

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**ARTICLES OF INCORPORATION
OF
WATERFORD RESCAP, INC.**

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DIVISION OF CORPORATIONS

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The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be WATERFORD RESCAP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at Attention: Ann Lee, 467 Lake Howell Road, Suite 111, Maitland, FL 32751.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the

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sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 24 South Orange Avenue, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be Theodore D. Estes.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Andrew A. Hyttin	467 Lake Howell Road, Suite 111 Maitland, FL 32751	President, Secretary, Treasurer, Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Theodore D. Estes, 24 South Orange Avenue, Orlando, FL 32801.

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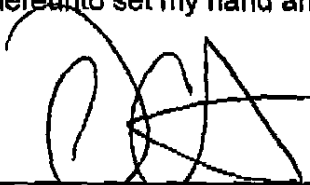
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ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of

August
July, 2009.



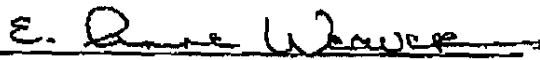
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Theodore D. Estes, to me known or provided _____ as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of August July, 2009.

(SEAL)



Notary Public
Print Name: E. Anne Weaver
My commission expires:
Commission No.:



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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

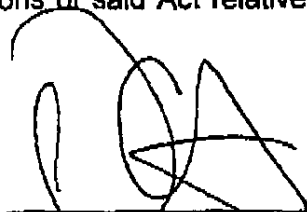
WATERFORD RESCAP, INC.

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, WATERFORD RESCAP, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Maitland, County of Orange, State of Florida, has named as its Registered Agent, Theodore D. Estes, in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



THEODORE D. ESTES

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