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TRANSMITTAL LETTER

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

200001573092  
-08/30/95--01006--012  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: Fidelity Financial Mortgage Company  
(Proposed corporate name - must include suffix)

SEP 30 PM 3:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM: Fidelity Financial Mortgage Company  
Name (printed or typed)

1100 Main Street, Suite 2350  
Address

Kansas City, MO 64105  
City, State & Zip

816-221-9744  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

STATE  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

95 APR 30 PM 3:00

## ARTICLES OF INCORPORATION

*The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

Fidelity Financial Mortgage Company

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1100 Main Street, Suite 2350  
Kansas City, MO 64105

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

250

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


Donald D. Davidson - 4692 Chantrey Place, Minnetonka, MN 55345

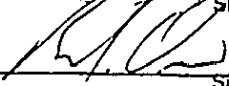
Randy J. Opliger - 10713 Noland Court, Lenexa, KS 66210

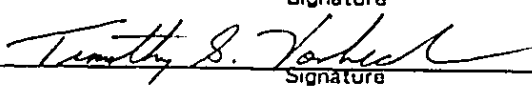
Timothy G. Vorbeck - 7510 77th St. W., Chaska, MN 55318

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25th day of August, 19 95.

  
 \_\_\_\_\_  
 Signature

  
 \_\_\_\_\_  
 Signature

  
 \_\_\_\_\_  
 Signature

STATE OF FLORIDA  
DIVISION OF CORPORATIONS

95 AUG 30 PM 3:00

# 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 OF FLORIDA.

1. The name of the corporation is: Fidelity Financial Mortgage Company

2. The name and address of the registered agent and office is:

CT Corporation System  
(Name)  
1200 South Pine Island Road  
(P.O. Box not acceptable)  
Plantation, Florida 33324  
(City/State/Zip)

*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.*

*James J. Williams*  
(Signature)  
*James J. Williams, Trust Secy*

*8/30/95*  
(Date)