

JOHN C. ENGLEHARDT, P.A.
Attorney at Law

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Orlando, Florida 32803
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March 19, 1996

Department of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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95 MAR 25 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

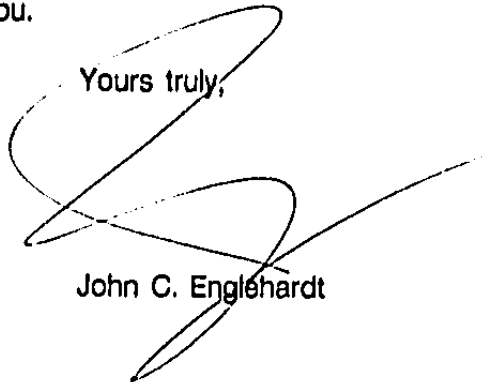
RE: Articles of Incorporation - Amfed Mortgage Corporation of Central Florida

Dear Sir:

Enclosed please find the Articles of Incorporation for Amfed Mortgage Corporation of Central Florida, and a check for \$70.00 for filing the Articles.

Thank you.

Yours truly,



John C. Englehardt

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JCE:slt
enclosures

ARTICLES OF INCORPORATION OF

AMFED MORTGAGE CORPORATION OF CENTRAL FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, following Articles of Incorporation for such corporation:

I. The name of the corporation is AMFED MORTGAGE CORPORATION OF CENTRAL FLORIDA.

II. The period of its duration is perpetual.

III. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States, the State of Florida and in such other states as the corporation shall be authorized to do business.

IV. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all of one class, and having no par value.

A. Share holders may dispose of their stock in this corporation, or encumber said stock, only under the conditions expressed herein.

B. Any shareholders desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders and of this corporation, or strictly comply with the following provisions.

C. If a shareholder desires to sell any or all of his stock the corporation shall have the first option of purchasing that stock and the other shareholders shall have the second option of purchasing that stock pursuant to the following described terms.

1. Notice: 30 days prior to the date of sale of stock the shareholder shall give written notice of intent to the corporation and all other shareholders by registered mail return receipt requested, of his intent. That notice shall contain the name and address of the intended purchaser, all shall describe with particularity all relevant terms of the sale.

2. Exercise of option by corporation of notice of intent: Within 10 days of receipt the corporation must notify all shareholders in writing by U.S. Mail of its intention to exercise its option. If the notice is not given that option shall lapse. If the option is exercised by the corporation it must purchase all shares offered.

3. If any shareholders desires to exercise his option to purchase the stock offered he must notify the corporation and all other stockholders of his intent by U.S. Mail within 15 days of his receipt of the original notice of intent. That notice must specify the number of shares of the offered

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stock
that he wishes to purchase.

4. If all such notices given by shareholders indicate an aggregate desire to purchase more shares than are offered for sale each shareholder giving notice shall be entitled to and must purchase a number of the offered shares equal to the number of shares offered multiplied by a fraction the numerator of which is the number of shares currently owned by that stockholder and the denominator of which is the total number of shares owned by all stockholders who have given notice. If this paragraph is applicable and all shares offered for sale would not be disposed of pursuant to the above formula, the remaining offered shares shall be sold to those shareholders who have given notice and who were not entitled to purchase all of the shares that they desired under the above formula. The number of remaining shares that each such stockholder may purchase shall be determined by multiplying the number of remaining shares by a fraction whose numerator is the number of shares currently owned by stockholders who have given notice but were not entitled to purchase all of the shares that they desired and the denominator of which is the total number of shares owned by such stockholders.

If a shareholder fails to give such notice his option shall lapse.

5. The purchase price and method of payment of any shares sold, either to the corporation, stockholders, or third parties shall be as specified in the notice given pursuant to Paragraph IV(c)(1), or, at the sole option of the purchaser(s), the present value of the above described offer, payable as follows: 25% down, due 45 days after the date of the Notice of Intent To Sell, with the balance payable in 60 equal consecutive monthly installments commencing 30 days after the date of the down payment, and bearing interest at the then current "Prime Rate" being quoted by the Bank at which the Corporation maintains its oldest active account.

6. In the event of involuntary alienation of any stock of the corporation or sale of stock of the corporation without strict compliance with Paragraph IV(c)(1 - 5), the corporation shall be entitled to repurchase that stock for a per share price computed by dividing the total number of outstanding shares by the net worth of the corporation computed without credit for "good will". Transfer of stock to a spouse of a shareholder without the written consent of all other shareholders shall be deemed to be involuntary alienation.

7. If a shareholder dies the corporation may purchase his shares from his estate in an amount equal to their fair market value. That purchase may be funded through "key man" insurance policies purchased by the corporation.

Fair market value shall be presumed to be the amount of such insurance unless the shareholder shall have objected to that amount in writing prior to his death.

D. The certificates of stock of this corporation shall be temporarily surrendered to the corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said articles provide for restriction upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the corporation." After said stock is inscribed with said statement, then the stock certificate shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this corporation, their heirs, successors, assigns and legal representatives.

V. The street address of its registered office, which is also the street address of the principal place of business of the corporation is 420 E. S.R. 434, Longwood, Fl., and the name of its registered agent at 1524 E. Livingston St., Orlando, Fla. is John C. Englehardt, who is a resident of this State.

VI. The affairs of this corporation shall be directed by the stockholders.

VII. This corporation may operate with one (1) person holding all offices of the corporation and performing all duties of each office. There shall be a President, such Vice Presidents as are necessary, one Secretary and one Treasurer. The names, addresses and titles of the initial officers of this corporation shall be as follows, subject to confirmation at the organizational meeting of the initial stockholders.

| TITLE | NAME | ADDRESS |
|-------------------------|----------------|----------------------------------|
| President\ Secretary | James Pandolfi | 420 E. Sr. 434, Longwood, Fl. |

VIII. The name and address of the incorporator is: John C. Englehardt, 1524 E. Livingston St., Orlando, Fl.

IX. Pre-Emptive Rights: Every shareholder, upon the sale for cash of any new stock or treasury stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The Incorporator shall have no pre-emptive rights by virtue of the fact that he is the Incorporator.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation at Orlando, Orange County, Florida this 19th day of March, 1996.

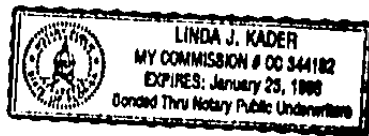
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE me, a Notary Public, in and for the State of Florida at Largo, personally appeared John C. Englehardt, who identified himself by Florida Driver's License, and not under oath, acknowledged that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid this 19 day of March, 1996.

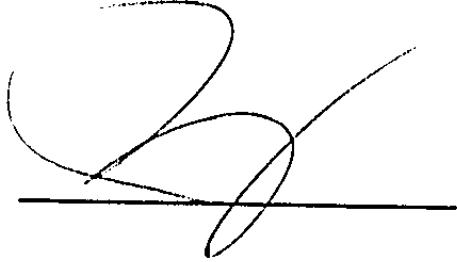
Linda J. Kader

NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, John C. Englohardt, a resident of Florida, have been nominated to be the registered agent for Amfed Mortgage Corporation, and hereby accept the appointment as initial registered agent. My address is: 1524 E. Livingston St., Orlando, Fl.



A handwritten signature in black ink, appearing to be 'J. Englohardt', is written over a solid horizontal line.

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Requestor's Name

John C. Englehardt, P.A.
 Attorney at Law
 1524 East Livingston Street
 Orlando, Florida 32803-5495

Office Use Only

COR

NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

NC
ASD
4/2

Examiner's Initials _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

AMFED MORTGAGE CORPORATION OF CENTRAL FLORIDA
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I of the Articles of Incorporation of Amfed Mortgage Corporation of Central Florida that is amended to read as follows:

I. The name of the corporation is Amfed Mortgage Corporation.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 3, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

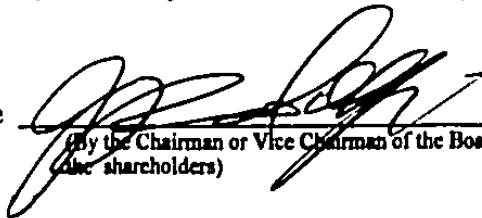
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25 day of March, 19 97.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

James Pandolfi

Typed or printed name

President

Title