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Quarles & Brady

March 28, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

J34768

Re: *Diversified Capital Corporation of Tennessee*

000002128670--3
-03/31/97--01105--005
*****37.50 *****37.50

Gentlemen:

Enclosed are an original and one copy of the Restated and Amended Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$** which represents the following:

Restated and Amended Articles of Incorporation Filing Fee	\$35.00
Certified Copy of Articles	<u>52.50</u>
Total enclosed:	\$87.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Sincerely,

QUARLES & BRADY

Kimberly Leach Johnson

KLJ:ssh
Enclosures

cc: William E. Mobley
Howard D. Lasley

FILED
97 MAR 31 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QBNAP1\116402.

Donna Miller authorized
to add shareholders to
the approval.

Amended & Restated

LFT
4-7-97

RESTATED AND AMENDED ARTICLES OF INCORPORATION

OF

DIVERSIFIED CAPITAL CORPORATION OF TENNESSEE

(Adopted March 12, 1997)

FILED
97 MAR 31 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1007, the undersigned corporation, originally incorporated under the name COLLIER MORTGAGE, INC. on September 24, 1986 ("the Corporation"), pursuant to a resolution duly adopted by its board of directors, adopts the following restated and amended articles of incorporation:

ARTICLE I
NAME

The name of this Corporation is: **DIVERSIFIED CAPITAL CORPORATION OF TENNESSEE.**

ARTICLE II
PURPOSE

This Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE III
DURATION

This organization shall exist perpetually unless dissolved by law.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of common stock having a par value of \$1.00 per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and address of the resident agent to accept service of process is:

Chris Cioffi
11983 Tamiami Trail North
Suite 138
Naples, Florida 34110

**ARTICLE VI
OFFICERS**

The officers of the Corporation are as follows:

President	Howard D. Lasley 6263 Poplar Avenue Suite 300 Memphis, TN 38119	Ex VP	Robert E. Mays 6263 Poplar Avenue Suite 300 Memphis, TN 38119
Treasurer	Bettye Lasley 6263 Poplar Avenue Suite 300 Memphis, TN 38119	Secretary	Bettye Lasley 6263 Poplar Avenue Suite 300 Memphis, TN 38119
Chairman	David M. Mobley, Sr. 10621 Airport-Pulling Road #1 Naples, FL 34109		

The restated articles of incorporation primarily restate and integrate the provisions of the corporation's articles of incorporation as previously amended, and are amended only by deleting former Article VII, which was of historical significance only. There is no discrepancy between the corporation's articles of incorporation as previously amended and the provisions of the restated articles of incorporation other than the omission of matters of historical interest.

Dated: March 12, 1997.

DIVERSIFIED CAPITAL CORPORATION
OF TENNESSEE

By: Howard D. Lasley
Howard D. Lasley, President

CERTIFICATION

The undersigned officers of the corporation hereby certify that the foregoing restated and amended articles of incorporation were duly adopted on March 12, 1997, at a special meeting of the directors and shareholders of the corporation.

Executed this 18th day of March, 1997.

Howard D. Lasley

Howard D. Lasley, President

Bettye Lasley

Bettye Lasley, Secretary

STATE OF TENNESSEE

COUNTY OF Shelby

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared HOWARD D. LASLEY, President of DIVERSIFIED CAPITAL CORPORATION OF TENNESSEE, a Florida corporation, ☒ who is personally known to me or ☐ who has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of March, 1997.

Clarence Davis

Notary Public, State of Tennessee

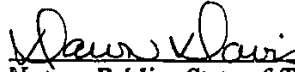
My Commission Expires: 8-12-98

STATE OF TENNESSEE

COUNTY OF Shelby

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared BETTYE LASLEY, Secretary of DIVERSIFIED CAPITAL CORPORATION OF TENNESSEE, a Florida corporation, ☒ who is personally known to me or ☐ who has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of March, 1997.


Notary Public, State of Tennessee
My Commission Expires: 8-12-98