

James A. Neal, Jr., P.A.

BUSINESS LAW
GOVERNMENTAL LAW
CIVIL TRIAL PRACTICE
PERSONAL INJURY
REAL ESTATE

ATTORNEY AT LAW
452 PLEASANT GROVE ROAD
INVERNESS, FL 34452

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July 6, 2001

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

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Re: ARTICLES OF ORGANIZATION FOR:
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.

Dear Sir or Madam:

Enclosed herewith is an original and a copy of the Articles of Organization for the above-named limited liability company. In addition, a check in the amount of \$155.00 is enclosed in payment of the following fees:

Filing Fee:	\$ 100.00
Certified Copy:	\$ 30.00
Registered Agent Fee:	\$ 25.00
Total:	\$ 155.00

Please file the original of the enclosed Articles of Organization for the above-named limited liability company and return a certified copy to the undersigned in the self-addressed/stamped envelope which is enclosed for your use. Your prompt attention to this matter is appreciated. I enclose a letter from the Department of Banking authorizing the use of the name.

Sincerely,

James A. Neal, Jr.
James A. Neal, Jr.

JAN/cr

Enclosures: Original and copy of Articles of Organization,
Check, return envelope

Xc: Kim Hall
Kevin Cunningham

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

June 28, 2001

James A. Neal, Jr., P.A.
Attorney at Law
452 Pleasant Grove Road
Inverness, Florida 34452

Dear Mr. Neal:

Re: "Mortgage Banker of Central Florida, LLC"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance/Securities
Department of Banking and Finance

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned certifies that he has associated himself together with others for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.**, (the "Company") and its principal office shall be located at 4065 N. Lecanto Hwy., #300, Beverly Hills, in the County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address of the company shall be 4065 N. Lecanto Hwy., #300, Beverly Hills, Florida 34465.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including but not limited to the mortgage brokerage business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Organization
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.**

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected

Articles of Organization
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.

with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE III
MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such person who is to serve as the manager is:

Marie Lajeunesse-Hall
4065 N. Lecanto Hwy., #300
Beverly Hills, Florida 34465.

This Article may be amended from time to time in the regulations of the limited liability company by a vote of the members of the limited liability company.

ARTICLE IV
MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company shall be upon

**Articles of Organization
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.**

the consent of all the remaining members in accordance with the terms and conditions of the regulations to continue the business of the Company, provided that there is at least one (1) remaining member.

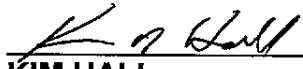
**ARTICLE V
DURATION**

The period of duration for the Company shall be perpetual unless the Company is earlier dissolved in accordance with either the provisions of Chapter 608 Florida Statutes or the company's regulations among the members (the "Regulations or "Operating Agreement").

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 4065 N. Lecanto Hwy., #300, Beverly Hills, Florida 34465, and the name of the company's initial registered agent at that address is Kim Hall.

IN WITNESS WHEREOF, the undersigned, being one of the members of the limited liability company, has hereunto set his hand this 6 day of July 2001.



KIM HALL

**STATE OF FLORIDA
COUNTY OF CITRUS**

The foregoing instrument was acknowledged before me this 6 day of July 2001, by Kim Hall, who is personally known to me or produced FDL # _____ as identification and who did not take an oath.



James A. Neal, Jr.
MY COMMISSION # CC982102 EXPIRES
December 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public
My Commission Expires:

**Articles of Organization
MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

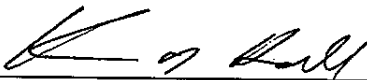
1. The name of the limited liability company is:

MORTGAGE BANKER OF CENTRAL FLORIDA, L.L.C.

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

**KIM HALL
4065 N. Lecanto Hwy., #300
Beverly Hills, Florida 34465.**

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

By: 
KIM HALL
Registered Agent

Date: July 6, 2001