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369 North New York Avenue • Winter Park, Florida 32789 • Corporate: 407.622.5000 • Fax: 407.622.07

03 MAY 28 AM 11:

May 23, 2003

Via Federal Express

Florida Secretary of State Division of Corporations Bureau of Corporate Records 409 East Gaines Street Tallahassee, FL 32399

Re: National One Mortgage, LLC

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced limited liability company:

- 1. Original Articles of Organization submitted for filing;
- 2. A check in the amount of \$185.00; and
- 3. Two photocopies of the executed Articles of Organization.
- 4. A Consent to Use of Corporation Name, signed by National One Mortgage Corporation.

Kindly file the enclosed documents as soon as possible and return to us two certified copies of the Articles of Organization. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

alu 2. Hall

Charles W. Hall

Enclosures

ARTICLES OF ORGANIZATION

OF

NATIONAL ONE MORTGAGE, LLC

The undersigned, being of legal age and desiring to form a limited liability company (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Limited Liability Company Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Organization.

ARTICLE I

<u>Name</u>

The name of the Corporation is National One Mortgage, LLC.

ARTICLE II

MAY 28 AM II:

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Organization and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE IV

Address and Registered Agent

The mailing address and street address of this Corporation is 369 North New York Avenue, Winter Park, Florida 32789, and the initial registered agent of the Corporation at that address shall be Charles W. Hall. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

CAPGAFinst National Activities of Organization (NOM), wed

ARTICLE V

Managers

The Corporation shall be managed by a manager or managers and the name and address of the initial manager is Charles W. Hall, 369 North New York Avenue, Winter Park, Florida 32789.

The number of managers of this Corporation shall be the number from time to time fixed by the members, or by the managers, in accordance with the terms and conditions of the Operating Agreement of the Corporation.

ARTICLE VI

Adoption and Amendment of Regulations

The power to adopt and amend regulations shall be vested in the manager or managers of the Corporation.

ARTICLE VIII

Headings and Captions

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true and that the undersigned is an authorized representative of a member of the Corporation, and hereby subscribes thereto and hereunto sets his hand and seal this 234 day of May, 2003.

FIRST BANKSHARES, INC.

alle Bv: .

Charles W. Hall President and Chief Executive Officer

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2314 day of May, 2003, by Charles W. Hall, as President and Chief Executive Officer of First Bankshares, Inc., a member of the Corporation.



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Printed Name: PENNY N. BRAKE

Notary Public - State of Florida at Large

Personally known B or Produced Identification D Type of Identification Produced



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.401, et seq., Florida Statutes, the following is submitted:

National One Mortgage, LLC (the "Corporation") desiring to organize as a limited liability company under the laws of the State of Florida has named and designated Charles W. Hall, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 369 North New York Avenue, Winter Park, Florida 32789.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2340 day of May, 2003.

Charles W. Hall, Registered Agent