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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 109213 10820A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 28, 2004

ORDER TIME : 10:39 AM

ORDER NO. : 109213-005

CUSTOMER NO: 10820A

CUSTOMER: Ms. Nancy Barnes
Carey O'malley Whitaker &
Manson, P.a.
712 South Oregon Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: SHADE TREE MORTGAGE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
SHADE TREE MORTGAGE, LLC**

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TALLAHASSEE, FLORIDA

The undersigned hereby certifies that she is the authorized representative of the initial members who have associated themselves together 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. She further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**Article 1
NAME AND BUSINESS ADDRESS
AND MAILING ADDRESS**

The name of the limited liability company shall be Shade Tree Mortgage, LLC, and its principal place of business shall be 609 South Oregon Avenue, Tampa, Florida 33606 (Hillsborough County); and its mailing address shall be 609 South Oregon Avenue, Tampa, Florida 33606.

**Article 2
PURPOSES AND POWERS**

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

1. To engage in any activity or business authorized under Florida Statutes.
2. 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 herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and all or any of the business, good will, 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 the 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 thereof, 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 herein, 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

Article 3 DURATION

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article 4 MANAGEMENT

The limited liability company is to be managed by two (2) managers and the names and addresses of such managers of the company are:

Jack C. Whitwam Family Trust
Dated April 30, 1999
609 South Oregon Avenue
Tampa, FL 33606

Debbie T. Whitwam Family Trust
Dated April 30, 1999
609 South Oregon Avenue
Tampa, FL 33606

Article 5
MEMBERS

The initial members of the limited liability company are:

Jack C. Whitwam Family Trust
Dated April 30, 1999
609 South Oregon Avenue
Tampa, FL 33606

Deppie T. Whitwam Family Trust
Dated April 30, 1999
609 South Oregon Avenue
Tampa, FL 33606

Article 6
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The Florida street address of the initial registered office of the limited liability company is 609 South Oregon Avenue, Tampa, Florida 33606 (Hillsborough County), and the name of its initial registered agent at such address is Deppie T. Whitwam.

Article 7
ADMISSION OF ADDITIONAL MEMBERS

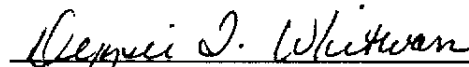
Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

Article 8
MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that would otherwise terminate the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the designated representative of the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of Shade Tree Mortgage, LLC .

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida 33606 on December 27th, 2004.

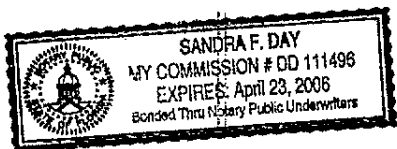


Name of Organizer/Authorized Representative of
the Members: Deppie T. Whitwam

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me personally appeared Deppie T. Whitwam, authorized on behalf of the members of the above limited liability company, who signed the above Articles of Organization, as her free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 27th day of December, 2004.



Sandra F. Day
Print Name of Notary _____

Personally Known ✓

or Produced Identification _____

Type of Identification Produced _____

**ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of Shade Tree Mortgage, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 6, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.

Deppie T. Whitwam
Name: Deppie T. Whitwam
Registered Agent
609 South Oregon Avenue
Tampa, Florida 33606

o:cl:wh:0001