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ATTORNEY AT LAW

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**P0000028755**

March 13, 2000

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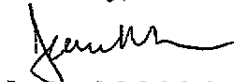
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32314

Re: Active Mortgage Corp. of Central Florida

Enclosed please find the Articles of Incorporation for Active Mortgage Corp. of Central Florida. Please return a certified copy in the return envelope included.

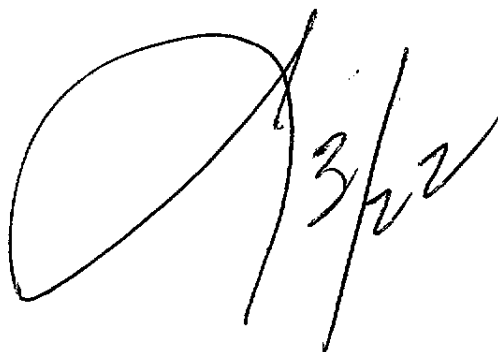
Please call with any questions. Thank you in advance for your help with this matter.

Sincerely,



Jeanne M. Melvin  
Assistant

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00 MAR 15 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
ACTIVE MORTGAGE CORP. OF CENTRAL FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is ACTIVE MORTGAGE CORP. OF CENTRAL FLORIDA.

ARTICLE II - DURATION

The duration of the corporation is perpetual, effective on April 1, 2000.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

(1) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair value to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of this corporation in the State of Florida will be 4164 Leafy Glade Pl., Casselberry, FL 32707. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is Michael Ciotti.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the person who is to serve as the sole member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Michael Ciotti	4164 Leafy Glade Pl., Casselberry, FL 32707

## ARTICLE VII - INCORPORATOR

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael Ciotti	4164 Leafy Glade Pl., Casselberry, FL 32707

## ARTICLE VIII - DENIAL OF PREEMPTIVE RIGHTS

No shareholder of the corporation shall have any preemptive or preferential rights of subscription to any shares of any class of the corporation, whether now or hereafter authorized, or to any obligations convertible into shares of the corporation, issued or sold, nor any right of subscription to any thereof other than such rights, if any, and at such price as the Board of Directors, in its discretion from time to time may determine, pursuant to the authority thereby conferred by the Articles of Incorporation, and the Board of Directors may issue shares of the corporation or obligations convertible into shares without offering such issue either in whole or in part to the shareholders of the corporation, and no holder of preferred shares of the corporation shall have any preemptive or preferential right to receive any of such shares or obligations declared by way of dividend. Should the Board of Directors as to any portion of the shares of the corporation, whether now or hereafter authorized, or to any obligation convertible into shares of the corporation, offer the same to the shareholders of any class thereof, such offer shall not in any way constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other portions of such shares or obligations without so offering the same to the shareholders. The acceptance of shares in the corporation shall be a waiver of

any such preemptive or preferential right which in the absence of this provision might otherwise be asserted by shareholders of the corporation or any of them.

ARTICLE IX - AMENDMENT

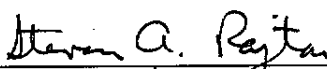
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

  
Michael Ciotti

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 13th day of March, 2000, by MICHAEL CIOTTI, who is personally known to me or who has produced n/a as identification.

  
STEVEN A. RAJTAR, Notary

NOTARY PUBLIC

Title

CC 856565

Commission Number (if applicable)



Steven A. Rajtar  
Commission # CC 856565  
Expires Sep. 4, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

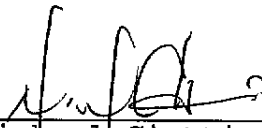
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED..

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ACTIVE MORTGAGE CORP. OF CENTRAL FLORIDA, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Casselberry, County of Seminole, State of Florida, has named Michael Ciotti, located at 4164 Leafy Glade Pl., Casselberry, County of Seminole, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

  
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Michael Ciotti  
Registered Agent

FILED  
00 MAR 15 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA