

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

POCXXXXX40299

Compass Mortgage Solutions
Wno

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*****78.75 *****78.75

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<input type="checkbox"/>	Vehicle Search
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<input type="checkbox"/>	UCC 11 Retrieval
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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: LS 4/21/00 11:06
Name Date Time

Walk-In Will Pick Up

**ARTICLES OF INCORPORATION
OF
Compass Mortgage Solutions, Inc.**

The undersigned subscribers, natural persons competent to contract, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation: **Compass Mortgage Solutions, Inc.**

ARTICLE ONE
NAME

The name of the Corporation is **Compass Mortgage Solutions, Inc.**

ARTICLE TWO
DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE OF BUSINESS

The corporation may engage in any activity or business permitted under the Florida General Corporation Act and business authorized by the State of Florida.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares of common stock which the Corporation shall have authority to issue is one thousand (1,000) shares which shall be common stock having a one cent (\$ 00.01) per

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share. Each share shall have one vote on all business affairs of the Corporation, as designated by the By-Laws.

ARTICLE FIVE

PRINCIPAL AND REGISTERED OFFICE OF THE CORPORATION

The principal office of the Corporation shall be:

7651-A Ashley Park Ct., Ste. 402, Orlando, FL 32835

ARTICLE SIX

REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The registered agent and registered office of the Corporation shall be:

Richard W. Norris

7651-A Ashley Park Ct., Ste. 401, Orlando, FL 32835

ARTICLE SEVEN

DIRECTORS AND PRINCIPAL OFFICERS

The number of Directors shall be two or the number as adopted by the By-Laws of the Corporation. The Directors at the time of Incorporation shall be:

Richard W. Norris

The officers of this Corporation shall be the officer of the President/ Director and Vice-President/Director. The first Board of Directors, and designated Officers shall hold office for the

first year of existence of the Corporation or until their successors are elected, qualified and sworn to up hold the By-Laws of the Corporation.

ARTICLE EIGHT

BY-LAWS

The Board of Directors or their designees shall enact a set of By-Laws in which to govern the business affairs of the Corporation within three (3) months of the first Director coming to the office. Once ratified by a majority of all share holders any change or amendment will require a majority vote of the voting share holders attending the annual or special meeting called for this purpose.

ARTICLE NINE

INCORPORATOR

Name and street address of the incorporator of these Articles of Incorporation is:

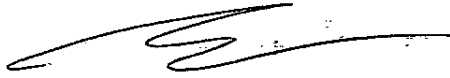
Richard W. Norris

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders meeting by majority of the stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation may be made.

IN WITNESS, where of I have executed these ARTICLES OF INCORPORATION in
duplicate on this 18 day of April, 2000.

A handwritten signature in black ink, appearing to read 'Richard W. Norris', written over a horizontal line.

Richard W. Norris, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida:

1. The name of the corporation is: **Compass Mortgage Solutions, Inc.**
2. The name and address of the registered agent and registered agent's office is:

Richard W. Norris
7651-A Ashley Park Ct., Ste. 401
Orlando, FL 32835

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

Signature: _____

Richard W. Norris

Date: April 18, 2000

STATE OF FLORIDA
COUNTY OF ORANGE

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on April 18, 2000, by Richard W. Norris, who is personally known to me or produced a Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal on the County and State last aforesaid on April 18, 2000.



Beth Anne Shaw
NOTARY PUBLIC