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THEODORE W. WEEKS, IV
A. H. LEE (RETIRED)

2000000040934

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
4-19-00

FILED
2000 APR 20 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Allen & Company Mortgage Corporation

300003216693--3
-04/20/00-01069-008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Allen & Company Mortgage Corporation. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles, which is April 19, 2000.

It is intended that Allen & Company Mortgage Corporation will be an affiliate of Allen & Company of Florida, Inc., an existing Florida corporation. Enclosed please find the original of a consent letter duly executed on behalf of Allen & Company of Florida, Inc., specifically consenting to the formation of Allen & Company Mortgage Corporation.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles or if, for any reason, you propose not file these Articles, I would very much appreciate your telephoning me collect at (863) 284-2213.

AR 4/24

LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKE LAND, FLORIDA 33802-0003 • PHONE (863) 284-2200 • FAX (863) 688-0310
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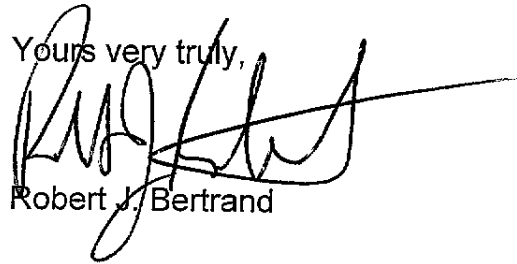
LANE, TROHN, BERTRAND & VREELAND, P.A.

April 19, 2000

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Thanking you for your usual cooperation, I am

Yours very truly,

A handwritten signature in black ink, appearing to read "RJB", with a long horizontal line extending to the right.

Robert J. Bertrand

RJB/mcd

Enclosures

xc: Mr. Ralph C. Allen
Mr. Roy J. McCraw, Jr.



OF FLORIDA

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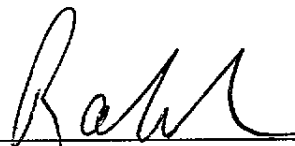
Division of Corporations
FLORIDA SECRETARY OF STATE
409 East Gaines Street
Tallahassee, FL 32314

Dear Sir or Madam:

The undersigned is the President of Allen & Company of Florida, Inc., a Florida corporation. A determination has been made that there is a need for a separate Florida corporation with the name Allen & Company Mortgage Corporation. The purpose of this letter is to confirm the consent of Allen & Company of Florida, Inc. to the formation of a Florida corporation with the name "ALLEN & COMPANY MORTGAGE CORPORATION."

Dated this 19 day of April, 2000.

ALLEN & COMPANY OF FLORIDA, INC.

By: 
Ralph C. Allen,
its President

EFFECTIVE DATE

4-19-00

FILED

2000 APR 20 PM 4: 38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALLEN & COMPANY MORTGAGE CORPORATION

ARTICLE I - NAME

The name of this corporation is ALLEN & COMPANY MORTGAGE CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803, and the mailing address of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1401 South Florida Avenue, Lakeland, Florida 33803 and the name of the initial registered agent of

this corporation at that office is Ralph C. Allen.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Ralph C. Allen
1401 South Florida Avenue
Lakeland, Florida 33803

Roy J. McCraw, Jr.
1401 South Florida Avenue
Lakeland, Florida 33803

ARTICLE VIII - INCORPORATOR

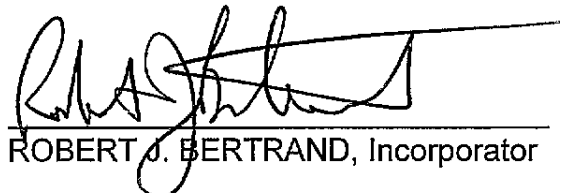
The name and address of the Incorporator is:

Robert J. Bertrand, Esquire
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of April, 2000.


ROBERT J. BERTRAND, Incorporator

FILED

2000 APR 20 PM 4: 38

STATE OF FLORIDA
COUNTY OF POLK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 19th day of April, 2000, by Robert J. Bertrand, who is personally known to me.



H. Margaret Dasinger
NOTARY PUBLIC, State of Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

Ralph C. Allen
Ralph C. Allen, Registered Agent

DATE: 4/19/2000