

CAPITAL CONNECTION, INC.

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

200000044800

First United Mortgage Bank
UNA

300003232943--2

-05/01/00--01092--016

****157.50 *****78.75

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED

00 MAY - 4 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 MAY - 1 PM 1:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: LS 5/10/00 12:21
Name Date Time

Walk-In Will Pick Up

T. SMITH MAY 04 2000

W-11399



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 1, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32302

SUBJECT: FIRST UNITED MORTGAGEBANC, INC.
Ref. Number: W00000011399

We have received your document for FIRST UNITED MORTGAGEBANC, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 400A00024048

*Corrected -
see
attached*

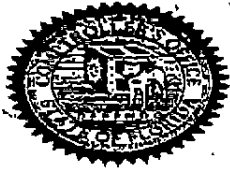
RECEIVED
00 MAY -4 AM 10:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MAY 12 2000

3:38PM

DIVISION OF BANKING

850 4NO. 28948 P. 22/02



ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

May 2, 2000

Bruce W. Keihner, P.A.
Attorneys at Law
411 South County Road
First Union Bank Building
Suite 200
Palm Beach, Florida 33480

Dear Mr. Keihner:

Re: "First United MortgageBanc, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,


Alex Hager
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

Division of Banking
101 East Gaines Street, Suite 636, Telephone: (850) 410-9111

TOTAL P. 02

ARTICLES OF INCORPORATION
OF
FIRST UNITED MORTGAGEBANC, INC.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be First United MortgageBanc, Inc.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) For financial and mortgage services and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

FILED
00 MAY -4 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation, and street address for the initial registered office of this Corporation is 3300 P.G.A. Blvd., Suite 605, Palm Beach Gardens, Florida, 33410 and the name of the initial registered agent of this Corporation at that address is Bruce W. Keihner.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) sole director. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-Laws but shall never be less than (1). The name and address of the initial director of this Corporation is as follows:

Gregory L. Cutuli
3300 P.G.A. Blvd, Suite 605
Palm Beach Gardens, FL 33410

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

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

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact

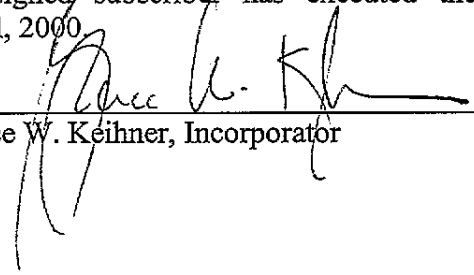
that any one or more of the officers or directors or the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:
Bruce W. Keihner, 3300 P.G.A. Blvd., Suite 605, Palm Beach Gardens, Florida, 33410.

IN WITNESS WHEREOF, the undersigned, subscriber has executed these
Articles of Incorporation this 28 day of April, 2000



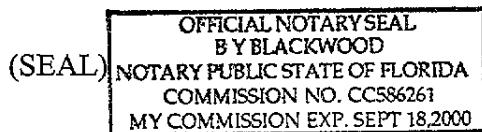
Bruce W. Keihner, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bruce W. Keihner, personally known to me, or who has produced a drivers license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28 day of April, 2000.



B.Y. Blackwood
Notary Public - B.Y. BLACKWOOD
My Commission No.: CC 586261
My Commission Expires: Sept. 18, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT FIRST UNITED MORTGAGEBANC, INC. - DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED BRUCE W. KEIHNER, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Bruce W. Keihner
Bruce W. Keihner

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

Bruce W. Keihner
Bruce W. Keihner, Registered Agent
Dated: April 28, 2000

00 MAY -4 PM 12:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA