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ACCOUNT NO. : 072100000032

REFERENCE : 708171 7214325

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : May 23, 2000

ORDER TIME : 3:15 PM

ORDER NO. : 708171-005

CUSTOMER NO: 7214325

800003266168-0

CUSTOMER: Mr. Wayne D. Schneiderhan..
MR. WAYNE D. SCHNEIDERHAN
MR. WAYNE D. SCHNEIDERHAN
701 Tallahassee Dr. N.e.

Saint Petersburg, FL 33702

DOMESTIC FILING

NAME: HOMEFREE MORTGAGE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 PM 12:39

RECEIVED
00 MAY 25 AM 8:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 25 PM 12:39

ARTICLES OF INCORPORATION

OF

HOMEFREE MORTGAGE CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOMEFREE MORTGAGE CORPORATION

The address of the principal office of this corporation shall be 701 Tallahassee Drive, Northeast, St. Petersburg, Florida 33702, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Wayne D. Schneiderhan	701 Tallahassee Drive, Northeast
Dir.	St. Petersburg, Florida 33702

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805.

The undersigned incorporator has executed these Articles of Incorporation on May 24, 2000.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew