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CSC THE UNITED STATES
GORPORATION

ACCOUNT NO. : 07210000032

REFERENCE: 713817 721470

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: May 30, 2000

ORDER TIME : 3:58 PM

ORDER NO. : 713817-005

CUSTOMER NO: 7214700

CUSTOMER: Mr. Richard A. Pope.7214700

MR. RICHARD A. POPE MR. RICHARD A. POPE

Suite 4

7100 Plantation Road Pensacola, FL 32504

DOMESTIC FILING

NAME:

FIRST FINANCIAL MORTGAGE &

INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

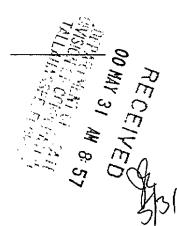
CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

OD MAY 31 AN 9: 13

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ARTICLES OF INCORPORATION

OF

FIRST FINANCIAL MORTGAGE & INVESTMENTS, INC.

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:

FIRST FINANCIAL MORTGAGE & INVESTMENTS, INC.

The address of the principal office of this corporation shall be 40 West Nine Mile Road, PMB 2319, Pensacola, Florida 32514 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 1500 shares of common stock having no par value per share.

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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:

Richard Pope Dir.

40 West Nine Mile Road, PMB 2319, Pensacola, Fl 32514

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 30, 2000.

It's Agent, Deborah D. Skipper Incorporator

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.

3v: Xlehorah Al. Skipper

By:

It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

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SECHETARY OF STATE

FANCO