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August 7, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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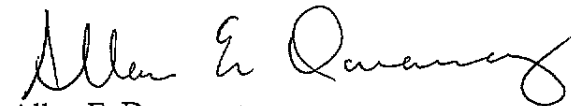
RE: Incorporation of Discount Mortgage Source, Inc.

Dear Secretary of State:

We include for filing three (3) originally executed Articles of Incorporation for Discount Mortgage Source, Inc. Additionally, we include a draft made payable to the Florida Secretary of State in the amount of \$70.00 for the filing fee. Please return the file stamped copies of the Articles of Incorporation to us in the self-addressed stamped envelope.

Thank you for your assistance in this regard. Please contact us at the address or telephone number below if there are any further requirements for registration with your office.

Very truly yours,


Allan E. Dunaway

Enclosures

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
DISCOUNT MORTGAGE SOURCE, INC.**

The undersigned, acting as the incorporator of a corporation organized under and pursuant to the provisions of Chapter 607 of the Florida Revised Statutes, states as follows:

ARTICLE I

The name of the corporation is Discount Mortgage Source, Inc. (the "Corporation").

ARTICLE II

The mailing address of the Corporation's principal office is 5000 Culbreath Key Way, #9204 Tampa, Hillsborough County, Florida, 33611.

ARTICLE III

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of capital stock with no par value.

ARTICLE IV

There are no preemptive rights granted to the shareholders. The Board of Directors has the authority to grant such rights to the shareholders in conformity with Florida law and the By Laws of the Corporation.

ARTICLE V

The street address of the Corporation's initial registered office is 7404 Transom Court, Tampa, Hillsborough County, Florida 33607, and the name of its initial registered agent at that office is Michelle Smith.

ARTICLE VI

The name and mailing address of the incorporator is Allan E. Dunaway, 2202 Citizens Plaza, 500 W. Jefferson Street, Louisville, Jefferson County, Kentucky, 40202.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors. The Directors shall be BJ Flynn and Aaren Oeswein, and their addresses are the same as the principal office of the Corporation. The number of Directors may be changed from time to time as provided for within the By-Laws of the Corporation.

ARTICLE VIII

The highest amount of indebtedness or liability which the Corporation may incur, including the right to borrow, is unlimited.

ARTICLE IX

The Corporation shall be organized for the transaction of any and all lawful business for which a Corporation may be incorporated.

ARTICLE X

A shareholder shall not be personally liable for the acts or debts of the Corporation, nor shall the private property of a shareholder be subject to the payment of corporate debts or liabilities by reason of being a shareholder.

ARTICLE XI

The Corporation shall indemnify its directors, officers, employees and agents against personal liability for acts or omissions in the course of their duties to the maximum extent permitted by law.

No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his or her duties as a Director, provided that this provision shall be construed to the maximum extent which is consistent with applicable law but shall not eliminate or limit the liability of a Director for any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders, or acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be in violation of law, for any vote or assent to an unlawful distribution to shareholders as prohibited under Florida Revised Statute 607.0834, or for any transaction from which the Director derived an improper personal benefit. Further, this limitation of personal liability for monetary damages for breach of a Director's duties is subject to the provisions herein, specifically Article XII.

ARTICLE XII

Notwithstanding Article XI, no Director or Officer shall act in such a manner so as to contractually obligate the Corporation to a debt or to the performance of a contract, the total value of which exceeds One Thousand Dollars (\$1,000.00) without the express authority of a majority of the Board of Directors. A Director or Officer who so violates the foregoing provision shall be personally liable to the Corporation for any loss incurred by the Corporation as a result of the offending Director or Officer's actions, to the extent such loss exceeds One Thousand Dollars (\$1,000.00), except insofar as the Director or Officer's actions are later adopted or ratified by the Corporation acting through a majority of its Board of Directors.

EXECUTED in triplicate originals this 7th day of August, 2000.

Allan E. Dunaway
Allan E. Dunaway, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

I hereby certify that the foregoing Articles of Incorporation of Discount Mortgage Source, Inc. were signed, sworn and acknowledged before me by Allan E. Dunaway, Incorporator, on August 7, 2000.

My commission expires: 2/8/2002

Jon Parden
Notary Public

[SEAL]

Statement of Consent of Registered Agent of Magnitude Management, Inc.

Having been named as registered agent to accept service of process for the above stated corporation, Discount Mortgage Source, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

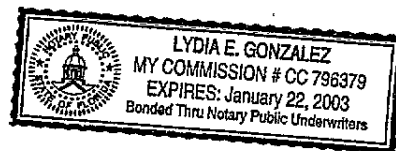
Michelle S. Smith
Michelle Smith, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF HILLSBOROUGH)

I do hereby certify that on this day the foregoing Statement of Consent of Registered Agent of Magnitude Management, Inc. was produced, signed and acknowledged before me by Michelle Smith, Registered Agent, this 11 day of August, 2000.

My commission expires: _____

Lydia E. Gonzalez
Notary Public



THIS INSTRUMENT PREPARED BY:

HOWARD & HELMERS, PLC

By: Allan E. Dunaway
Allan E. Dunaway

2202 Citizens Plaza
500 W. Jefferson Street
Louisville, Kentucky 40202
(502) 581-0077
(502) 581-0078 (FAX)

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