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Law Offices  
**BEDSOLE AND CONNER**

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St. Augustine, Florida 32084

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JAMES E. BEDSOLE, P.A.  
ROBIN H. CONNER, P.A.

August 30, 2000

CHARLES R. BENNETT  
(Dec'd. 1996)

FILED  
00 SEP -5 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-09/05/00--01134--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: OLD CITY MORTGAGE CORPORATION**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, together with a check in the amount of \$78.75, representing payment of the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00

TOTAL: \$78.75

Please file the enclosed Articles of Incorporation and return a certified copy to my office.

Thank you in advance for your attention to this matter.

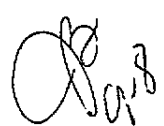
Sincerely,

  
Robin H. Conner

RHC/dcc

Enclosures  
cc: Al Goff

wk\rc\corp\Old City Mortgage Corporation\sec.of state cover letter.wpd



**ARTICLES OF INCORPORATION OF**  
**OLD CITY MORTGAGE CORPORATION**

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TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is: OLD CITY MORTGAGE CORPORATION

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$5.00 per share.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence commencing upon filing of these Articles.

**ARTICLE V. MAILING ADDRESS, REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office and mailing address of this Corporation in the State of Florida shall be:

Robin H. Conner - 7 Old Mission Avenue, St. Augustine, FL 32084.

The Board of Directors from time to time may move the Registered Office, principal office or mailing address to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS.**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII. INITIAL DIRECTORS.**

The name and address of the initial director of this Corporation and his street address is:

Director: Al Goff - 27 Santiago Court, St. Augustine, FL 32086.

### ARTICLE VIII. INCORPORATOR.

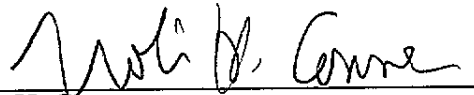
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Robin H. Conner - 7 Old Mission Avenue, St. Augustine, FL 32084.

### ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on August 30, 2000.

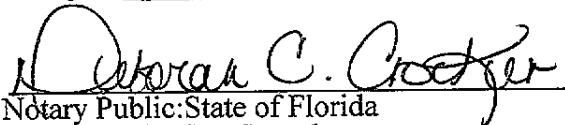


Robin H. Conner  
Incorporator

STATE OF FLORIDA

COUNTY OF ST. JOHNS:

BEFORE ME, a Notary Public, personally appeared Robin H. Conner, who is either personally known to me or who produced Personally Known as identification, as the Incorporator, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on August 30th, 2000.

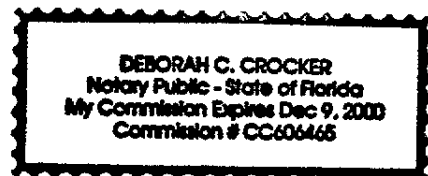


Notary Public: State of Florida

Deborah C. Crocker

(Printed Name of Notary Public)

My Commission expires: \_\_\_\_\_



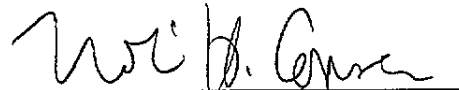
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That OLD CITY MORTGAGE CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office at 3175 U.S. 1 South, St. Augustine, 32086 County of St. Johns, State of Florida, has named Robin H. Conner, located at 7 Old Mission Avenue, St. Augustine, FL 32084, St. Johns County, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
\_\_\_\_\_  
Robin H. Conner  
Registered Agent

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