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BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

633 HARRISON AVENUE

POST OFFICE BOX 860

PANAMA CITY, FLORIDA 32402-0860

TELEPHONE (850) 763-1787

TELECOPIER (850) 785-1533

ROWLETT W. BRYANT
CLIFFORD C. HIGBY
CECILIA REDDING BOYD

LYNN C. HIGBY
(1938-1992)

August 28, 2000

State of Florida
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Success Mortgage Company

500003394435--1
-09/15/00--01044--002
****122.50 *****78.75

Gentlemen:

Please find enclosed Articles of Incorporation for the incorporation of Success Mortgage Company, together with a Registered Agent's Certificate and our check for the filing fees.

I would appreciate your processing the enclosed application and favoring me with a certified copy of the Articles at your earliest convenience.

Please call me collect at the number above, should you have any question or comment regarding the enclosures.

Very truly yours,



Rowlett W. Bryant

RWB/mlw
encl.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 15 PM 12:21

FILED

T. Burch SEP 18 2000

ARTICLES OF INCORPORATION
OF
SUCCESS MORTGAGE COMPANY

FILED
00 SEP 15 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida, pursuant to Chapters 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is SUCCESS MORTGAGE COMPANY.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing of these Articles.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 1023 North Tyndall Parkway, Panama City, Florida 32404. The name of the original Registered Agent of this corporation at that address is Diane Zimmerman.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

Diane Zimmerman

1023 N. Tyndall Parkway
Panama City, Fla 32404

ARTICLE VII - INCORPORATORS

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

Diane Zimmerman

1023 N. Tyndall Parkway
Panama City, Fla 32404

ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal, this 14th day of ~~August~~^{Sept.}, 2000.

Mary Louise Wilson
Heather J. Moore

Diane M. Zimmerman
Diane Zimmerman

STATE OF FLORIDA)

COUNTY OF BAY)

Sept. BEFORE ME, the undersigned authority, this 14th day of August, 2000 personally appeared Diane Zimmerman, who is personally known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that her execution thereof was her free act and deed, for the uses and purposes therein mentioned and expressed..

Mary Lou Wilson
NOTARY PUBLIC

Print Notary Name

Notary Commission No. _____

My Commission expires: _____



Mary Lou Wilson
MY COMMISSION # CC738469 EXPIRES
MAY 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

00 SEP 15 PM 12:21

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

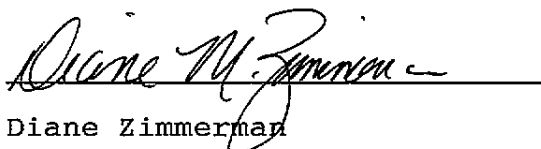
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that SUCCESS MORTGAGE COMPANY, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 1023 N. Tyndall Parkway, Panama City, Florida 32404, has named Diane Zimmerman located at said address as its agent for service of process within this state.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Diane Zimmerman