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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 1, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003485351--4
-12/04/00-01129-015
*****78.75 *****78.75

RE: CHESTNUT MORTGAGE, INC.
Our File No. 00-114

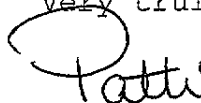
TO WHOM IT MAY CONCERN:

Enclosed please find the Articles of Incorporation of CHESTNUT MORTGAGE, INC., and the Certificate Designating Registered Agent, together with a check in the amount of \$78.75, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,



Patti
Secretary to Jay D. Asbury

encls.

RH 12/8/00

ARTICLES OF INCORPORATION

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CHESTNUT MORTGAGE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, competent to contract, hereby associate themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be CHESTNUT MORTGAGE, INC., and its principal place of business shall be 199 Chestnut St., Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is LARRY R. FREDRICK, physical and mailing address is 199 Chestnut St., Crescent City, FL 32112.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall include, but not be limited to, engaging in the business of mortgage brokerage services. In addition, the general nature of the business may be to purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every

kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One thousand (1000) shares, which shall be common stock with par value of \$5.00 per share. Initially 50 shares shall be issued to JEAN ANN FREDRICK and 50 shares shall be issued to LARRY R. FREDRICK.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial board of Directors. The names and addresses of the initial Board of Directors of the corporation are:

LARRY R. FREDRICK, 199 Chestnut St., Crescent City, FL 32112

JEAN ANN FREDRICK, 199 Chestnut St., Crescent City, FL 32112

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the persons who will serve as officers of this corporation are:


JEAN ANN FREDRICK President/Treasurer

LARRY R. FREDRICK Vice President/Secretary

ARTICLE VIII - ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

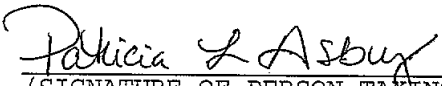
IN WITNESS WHEREOF, We, the undersigned subscribing Incorporators have executed these Articles of Incorporation on the 1st day of December, 2000.


JEAN ANN FREDRICK,
President/Treasurer


LARRY R. FREDRICK,
Vice President/Secretary

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION was acknowledged before me this 1st day of December, 2000, by JEAN ANN FREDRICK and LARRY R. FREDRICK, who are personally known to me.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

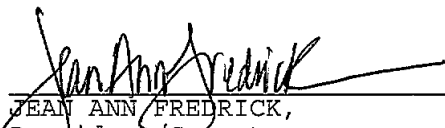
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

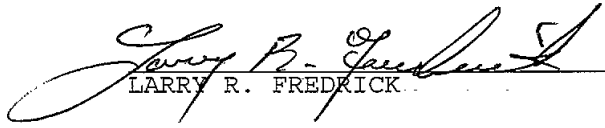
FIRST that CHESTNUT MORTGAGE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 199 Chestnut St., Crescent City, FL 32112, has named LARRY R. FREDRICK, as it's agent to accept service of process within the State of Florida.

DATED: December 1, 2000.


JEAN ANN FREDRICK,
President/Secretary



LARRY R. FREDRICK,
Vice President/Treasurer

Having been named to accept service of process for the named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


LARRY R. FREDRICK

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, CERTIFICATE DESIGNATING RESIDENT AGENT was acknowledged before me this 1st day of December, 2000, by LARRY R. FREDRICK and JEAN ANN FREDRICK, who are personally known to me.


(SIGNATURE OF PERSON TAKING
ACKNOWLEDGMENT)