

7000000117678
TRANSMITTAL LETTER

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

FILE 2ND

SUBJECT: THE GREEN TREE INSURANCE COMPANY

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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000003515860--9
-12/28/00--01025--025
****330.00 ****128.75

FROM: FRED DUDLEY
Name (Printed or typed)

301 S. BRIDGEMAN ST. SUITE 200
Address

TALLAHASSEE, FL
City, State & Zip

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 28 PM 1:46

FILED

128.75

CERTIFICATE OF DOMESTICATION

The undersigned, PAUL FRAYND, as President
of THE GREEN TREE INSURANCE COMPANY, a foreign Corporation,
in accordance with F.S. 607.1801 does hereby certify:

1. The date on which corporation was first formed was JANUARY 21, 1949.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Pennsylvania.
3. The name of the corporation immediately prior to filing of this Certificate of Domestication was THE GREEN TREE INSURANCE COMPANY, INC.
4. The name of the corporation, as set forth in its articles of incorporation to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is THE GREEN TREE INSURANCE COMPANY, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Pennsylvania.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801, Effective December 31, 2000

I am President, of THE GREEN TREE INSURANCE COMPANY, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 14 day of December, 2000

Paul Fraynd
Paul Fraynd, President

Filing Fees:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

FILED

ARTICLES OF INCORPORATION

DEC 12 2000

00 DEC 28 PM 1:46

THE GREEN TREE INSURANCE COMPANY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY John L. Burt
Legal Division

The undersigned, all being natural persons over the age of eighteen (18) years, competent to contract, and citizens of the United States of America, do hereby, as incorporators, form a stock insurer corporation under the laws of the State of Florida, subject to approval of the Florida Department of Insurance.

ARTICLE I: Name and Principal Place of Business

The name of this corporation shall be THE GREEN TREE INSURANCE COMPANY, INC., which shall have its principal place of business at 560 N.W. 165th Street Road, Miami-Dade County, Miami, Florida 33169-6305.

ARTICLE II: Nature and Purpose of Business

The nature and purpose of this corporation shall be to engage in every aspect of the following lines of insurance: property and casualty.

ARTICLE III: Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is One Hundred (100) shares of common stock with a par value of \$1.00 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$5 million.

ARTICLE IV: Term of Existence

This corporation shall exist perpetually, *commencing Dec 31, 2000.*

ARTICLE V: Initial Registered Office and Agent

The initial registered office of this corporation shall be 560 N.W. 165th Street Road, Miami, Florida 33169-6305, and the initial registered agent of the corporation shall be Paul Fraynd, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, regarding service of process, with respect to keeping the office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI: Directors of Corporation

This corporation shall have five (5) directors initially, all of whom are over the age of eighteen (18) years and a majority of whom are citizens of the United State of America. The names and addresses of the directors whose initial terms of office shall be for one (1) year are as follows:

Paul Fraynd 224 South Island Drive
Golden Beach, Fl 33160
Saul Fraynd 3801 NE 207th Street
Aventura, Fl. 33180
Fanny Fraynd 2800 Island Blvd. #2702
Aventura, Fl 33160
*Marcos Fraynd - 2800 Island Blvd. #2702
Aventura, Fl 33160
Salomon Singer - 2800 Island Blvd. #2702,
Aventura, Fl 33160
Gladys Fraynd - 3617 Carlton Place
Boca Raton, Fl 33496
Tamara Fraynd - 10155 Collins Ave. #1202
Bal Harbour, Fl 33154

*Not a United States citizen; a citizen of Panama

ARTICLE VII: Incorporators

The names and street addresses** of the incorporators, all of whom are over the age of eighteen (18) years and a majority of whom are citizens of the United States of America, are as follows:

Paul Fraynd	Saul Fraynd
Fanny Fraynd	*Marcos Fraynd
Salomon Singer	

*Not a United States citizen; a citizen of Panama

** All residence addresses are shown in Article VI above.

ARTICLE VIII: Amendments

These Articles of Incorporation may be amended at anytime by not less than a majority vote of the shareholders, as approved and proposed to them by not less than a majority vote of the Board of Directors; provided, however, that no such amendment shall be effective until it has been filed with and approved by the Florida Department of Insurance.

The incorporators have hereunto set their hands and seals this 14th day of DECEMBER, 2000.

Paul Fraynd

Saul Fraynd

Fanny Fraynd

Marcos Fraynd

Salomon Singer

Gladys Fraynd

Tamara Fraynd

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

Singer Before me this date personally appeared Paul Fraynd, Saul Fraynd, Fanny Fraynd, Salomon ~~Fraynd~~, Gladys Fraynd and Tamara Fraynd, to me personally known to be the persons who acknowledged executing the foregoing Articles of Incorporation.

Darlin Davila
Print Name: Darlin Davila
Notary Public, State of Florida (at large)

My Commission Expires:

(Notary Seal)

Darlin Davila
Commission # CC 940208
Expires June 10, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

Before me this date personally appeared Marcos Fraynd, to be personally known to be the persons who acknowledged executing the foregoing Articles of Incorporation.

Darlin Davila
Print Name: DARLIN DAVILA
Title: Notary

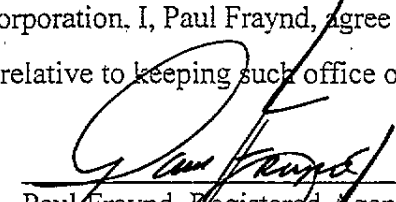
My Commission Expires:

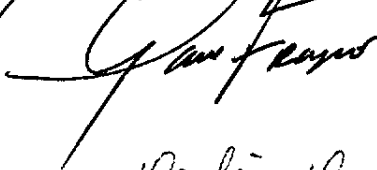
(Notary Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for THE GREEN TREE INSURANCE COMPANY, INC., at the place designated in the foregoing Articles of Incorporation, I, Paul Fraynd, agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping such office open.

Dated: Dec 14, 2000


Paul Fraynd, Registered Agent


Darlany Davila



Darlany Davila
Commission # CC 940208
Expires June 10, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED

00 DEC 28 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA