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Peter Makris 2110 Drew Street Clearwater, FL 33765

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April 3, 2001

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

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for A-1 Mortgage, Inc.. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris 2110 Drew Street Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (727) 446-0000.

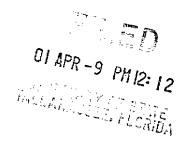
Very truly yours,

Peter Makris

ARTICLES OF INCORPORATION

<u>OF</u>

A-1 MORTGAGE, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Corporation.

ARTICLE I. NAME

The name of the corporation shall be:

A-1 Mortgage, Inc.

The principal place of business of this corporation shall be:

2690 Coral Landings Boulevard Apt. 122, Palm Harbor Florida 34684. The mailing address of this corporation shall be: 2690 Coral Landings Boulevard Apt. 122,

Palm Harbor, FL 34684.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have **one director and officer**, initially. The name and address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

Elizabeth Campbell President 2690 Coral Landing Blvd, Apt. 122 Palm Harbor, FL 34684

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation

is:

Elizabeth Campbell

2690 Coral Landing Blvd, Apt. 122 Palm Harbor, FL 34684 • IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of April, 2001.

Signature of Incorporator

Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of April 2001, Elizabeth Campbell of A-1 Mortgage, Inc.

Notary Public

My Commission Expires: 9/30/01



CERTIFICATE DESIGNATING

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REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

A-1 MORTGAGE, INC.

2. The name and address of the registered agent and office is:

Name: ELIZABETH CAMPBELL

Address: 2690 CORAL LANDINGS BOULEVARD APT. 122

City: PALM HARBOR

State: FLORIDA

Zip: 34684

TITLE: PRESIDENT

DATE: %/\doldow/o/

(Cornorate Officer)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Willow Campbell

DATE: 4/3/01