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June 11, 2001

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32301

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*****78.75 *****78.75

RE: GRAHAM GROUP MORTGAGE CORPORATION

Dear Sir:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$78.75 to cover filing fees, etc.

Very truly yours,


Elizabeth Tullos

Legal Assistant

et

Enclosures

D. WHITE JUN 14 2001

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01 JUN 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GRAHAM GROUP MORTGAGE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida, specifically Chapter 607, F.S.

ARTICLE I. NAME

The name of the corporation shall be:

GRAHAM GROUP MORTGAGE CORPORATION

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

777 S. Harbor Island Blvd., Suite 240

Tampa, FL 33602

ARTICLE III. SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **1,000** shares of common stock having a par value of **\$1.00** per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of the Corporation shall be Mark F. Graham, and the street address for the Registered Agent of the Corporation shall be 777 S. Harbour Island Blvd., Suite 240, Tampa, FL 33602.

ARTICLE V. INCORPORATORS

The name and addresses of the Incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>	<u>CONSIDERATION</u>
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Mark F. Graham	777 S. Harbour Island Blvd., Suite 240, Tampa, FL 33602	100	\$100.00
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ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICE</u>	<u>OFFICER</u>	<u>ADDRESS</u>
President	Mark F. Graham	Same as above
Secretary	Mark F. Graham	
Treasurer	Mark F. Graham	

ARTICLE VII. DIRECTORS

This Corporation shall have one (1) director(s) initially. The names and addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Mark F. Graham	777 S. Harbour Island Blvd., Suite 240, Tampa, FL 33602

ARTICLE VIII. 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. The specific purpose of this Corporation shall be to offer mortgage services.

ARTICLE IX. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE X. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE XI. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII. BY-LAWS

The initial directors shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of by-laws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such by-laws.

ARTICLE XIII. TAX STATUS OF CORPORATION

It is the intent of the undersigned subscribed that the Corporation shall be treated as a "C" corporation for federal tax purposes.

ARTICLE XIV. NON-REGISTRATION AS SECURITY

The shares of common stock to be issued to subscriber(s) are not registered under state or federal securities laws. The subscriber(s) represent that it is the intent of the Corporation that the shares of common stock issued comply with the applicable private placement exemptions from registration under federal and state law. All stock certificates issued shall bear the legend:

**THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER
THE SECURITIES ACT OF 1933 IN RELIANCE UPON AN
EXEMPTION PROVIDED IN THAT ACT AND MAY NOT BE
OFFERED, SOLD OR TRANSFERRED UNTIL THEY HAVE**

**BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933
OR, UNLESS IN THE OPINION OF COUNSEL FOR THE
ISSUER, REGISTRATION IS NOT REQUIRED UNDER THAT
ACT.**

The Corporation shall only issue shares to individuals that comply with the private placement rules, i.e., Federal Securities Act §4777 S. Harbor Island Blvd., Suite 240 and §517.061, F.S., and agree:

1. That no offer or sale of stock shall be made to a non-resident of the State of Florida;
2. That no offer or sale of stock shall be made to more than 35 purchasers for a period in excess of 12 months;
3. That no general solicitations or advertisements of an offer or sale of stock shall occur in Florida or any other state;
4. That before any sale of stock, each purchaser shall be given reasonable access to full and fair disclosure of all material information concerning the corporation;
5. That no person shall be paid a commission for the sale of stock or otherwise receive compensation for the sale of stock; and
6. That if sales are made to five or more persons in Florida, the purchasers shall be given a three Tampa, FL 33602 day right of rescission in accordance with §517.06Mark F. Graham(a)777 S. Harbour Island Blvd., Suite 240, Tampa, FL 33602.

The undersigned incorporators acknowledge they have been provided access to all material books and records of the Corporation for review, to all material contracts and documents relating to this private offering and have had an opportunity to question all appropriate officers of the Corporation concerning the private offering.

The Undersigned incorporators agree that they are purchasing their shares for investment and not with the intent to re-sell or distribute shares to the public. In the

event that incorporators wish to sell their shares in the future, such sale must qualify and satisfy all federal and state private placement exemptions.

ARTICLE IV. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI. INFORMAL SHAREHOLDERS ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in §607.0704, F.S. and the By-laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 11 day of June, 2001.


Mark F. Graham
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above state Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Mark F. Graham
REGISTERED AGENT

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