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Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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## FLORIDA PROFIT CORPORATION OR P.A.

KIESEL MORTGAGE, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION****OF****KIESEL MORTGAGE, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge the following Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act ("Act").

**ARTICLE I****NAME OF CORPORATION**

The name of the Corporation shall be:

KIESEL MORTGAGE, INC.

**ARTICLE II****DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE III****PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV****PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is 12173 Sheridan Street, Cooper City, Florida 33026.

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**ARTICLE V****AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$.01 per share. The consideration for all of said stock shall be payable in cash, property, real and personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

**ARTICLE VI****INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of this Corporation in the State of Florida is 12173 Sheridan Street, Cooper City, Florida, 33026, and the initial registered agent of this Corporation at that address shall be Charles E. Kiesel.

**ARTICLE VII****INCORPORATOR**

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

Charles E. Kiesel  
12173 Sheridan Street  
Cooper City, Florida, 33026

**ARTICLE VIII****DIRECTOR CONFLICT OF INTEREST**

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors.

of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE IX

#### INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

#### ARTICLE X

#### BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

#### ARTICLE XI

#### AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 6 day of Sept, 2001.

Charles E. Kiesel  
Charles E. Kiesel, Incorporator

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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Act, including, specifically, Section 607.0505.

Charles E. Kiesel  
Charles E. Kiesel,  
Registered Agent

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