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02 JUL 10 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. COMPASS MORTGAGE INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

7/10

ARTICLES OF INCORPORATION  
OF  
COMPASS MORTGAGE INC.

FILED  
02 JUL 10 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby associate himself (themselves) to form a Corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is: COMPASS MORTGAGE INC.

ARTICLE II  
PURPOSE

The general nature of the business to be transacted by this corporation are: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The capital stock of this corporation shall be SEVEN THOUSAND FIVE HUNDRED (\$7,500.00) dollars represented by seven hundred and fifty (750) common shares at TEN (\$ 10.00) dollars each.

This stock shall have full voting rights, preemptive privileges, non-commulative as to dividends, and shall be issued fully paid and non-assessable.

*OCB*  
*RFB*

The stock shall be restricted as to transfer as follow:

This stock may not be transferred on the books of this corporation without first giving the right of purchase for TWENTY (20) days to the corporation at the book value of the stock, and thereafter for TEN (10) days to any stockholder of record, at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 600.00 (Six Hundred dollars)

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI

##### DIRECTORS

This corporation shall have two Director initially. The number of Directors may be increased at times by vote of the stockholders as the By-Laws direct.

A handwritten signature in black ink, appearing to be "RKB" or similar, located in the bottom right corner of the page.

ARTICLE VII  
INITIAL DIRECTORS

The name(s) and street address(es) of the member(s) of the First Board of Directors of the corporation is (are) as follows:

EDUARDO BARO	REBECCA K. BARO
8531 SE Driftwood Street	8531 SE Driftwood Street
Hobe Sound FL 33455	Hobe Sound FL 33455

ARTICLE VIII  
SUSCRIBERS

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation is (are) as follows

EDUARDO BARO	REBECCA K. BARO
8531 SE Driftwood Street	8531 SE Driftwood Street
Hobe Sound FL 33455	Hobe Sound FL 33455

ARTICLE IX  
ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

8531 SE Driftwood, Hobe Sound FL 33455

The Board of Directs may from time to time move the principal office to any other address.

ARTICLE X  
BY - LAWS

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repeated by the stockholder or directors in any manner permitted by the By-Laws.

## ARTICLE XI

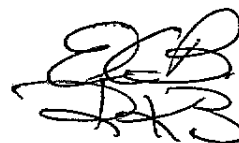
### TRANSACTION IN WHICH DIRECTORS OR OFFICES ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, persons or firm, in the absence of fraud, shall be valid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors by any such Director may be counted in order to determine the presence of quorum.

## ARTICLE XII

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation, shall indemnify and hold harmless each person from and against any and all claims, liabilities and expenses to which any such persons may be subjected by reason of having been a Director or Officer, and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such person harmless from all expenses reasonably incurred, including legal

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expenses in defending claims based on alleged acts or omissions of such person while acting as an Officer or Director of the corporation, provided, however, that no such person shall be indemnified against or reimbursed any expenses incurred in defending any claim if it is determined that such person has been derelict of this duties as Director of Officer of the corporation. The foregoing rights of indemnification shall be in addition to all other similar rights to which such persons may be entitles by law, the By-Laws or by resolution adopted by the Board of Directors of the stockholders.

#### ARTICLE XIII

#### REGISTERED AGENT

EDUARDO BARO      8531 SE Driftwood, Hobe Sound FL 33455

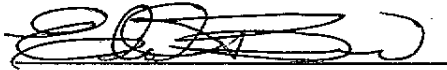
#### ARTICLE XIV

#### AMENDMENT

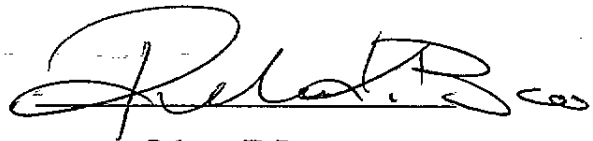
These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by majority of the stockholder entitled to vote thereon.

Handwritten signature of Eduardo Baro, consisting of stylized initials 'EB' and the full name 'Eduardo Baro' written below.

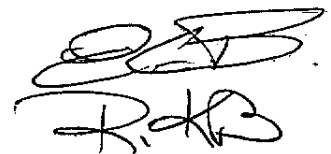
IN WITNESS WHEREOF, I the undersigned, being the original subscriber(s) to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this (03)) the day of July, 2002.

A handwritten signature in dark ink, appearing to be 'Eduardo Baro', written over a horizontal line.

Eduardo Baro

A handwritten signature in dark ink, appearing to be 'Rebecca K. Baro', written over a horizontal line.


Rebecca K. Baro

A handwritten mark in dark ink, possibly initials or a signature, consisting of stylized letters, located in the bottom right corner of the page.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COMPASS MORTGAGE INC.
2. The name and address of the registered agent and office is: Eduardo Baro. 8531 SE Driftwood, Hobe Sound, FL 33455

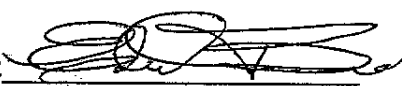
  
Eduardo Baro  
President/Registered Agent

Date July 3rd, 2002

FILED  
02 JUL 10 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENDA AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE

  
Eduardo Baro  
Registered Agent

DATE: July 3<sup>rd</sup>, 2002

