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08/31/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

To Whom It May Concern:

Please file the enclosed Articles of Incorporation for First Colonial Mortgage Services, Inc. A check in the amount of \$78.75 is also enclosed to cover the following expenses:

\$35.00 – Filing Fee
\$35.00 – Designation of Registered Agent
\$8.75 – Certified Copy of Filing

Please feel free to contact me at (813) 931-7373, for any questions that you may have on this or any other matter.

Sincerely,

Tammy Cobelo,
Sole Incorporator – First Colonial Mortgage Services, Inc.
2701 West Busch Blvd
Suite 205
Tampa, Florida 33618

Articles Of Incorporation
Of
First Colonial Mortgage Services, Inc.

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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.

ARTICLE I - NAME

The name of the corporation shall be :

First Colonial Mortgage Services, Inc.

The principal place of business of this corporation shall be:

2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - TERM OF EXISTANCE

This corporation shall exist perpetually.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

The registered agent of this corporation is :

Tammy Cobelo
2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock, unless amended under the bylaws of this corporation, that this corporation is authorized to have outstanding at any time shall be 7500 shares of restricted common stock having a \$.01 (one cent) par value per share. These shares of restricted common stock must bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VI - 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 already holds or of any new kind, class, or series of stock, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - STOCK TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing to the Secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice. Should the corporation fail to purchase any or all of the so offered shares at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the shareholders of record a copy of such notice given by the shareholder to the Secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after mailing or delivering of the copies of the orders to the shareholders, any such shareholder desiring to acquire any or all of the shares referred to in the notice shall deliver by mail or otherwise, to the Secretary of the corporation a written offer expressed to be acceptable immediately, to purchase a specified number of such shares at the price, on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.
2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of shares as the number of shares of the corporation he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
3. After the said thirty-five (35) day period, the shareholder desiring to sell or transfer such shares may sell or transfer any shares referred to in his notice that were not sold or transferred to the corporation or shareholders of record to any person or person; provided, however, that he shall not sell or transfer such shares at a lower price or on the terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation. The shareholder desiring to sell or transfer such shares may amend his offer to sell or transfer any or all of his shares but must resubmit his amended notice to transfer or sell shares to the Secretary of the corporation and will be subject to the conditions and terms of Article VII of the Articles of Incorporation of this corporation.

ARTICLE IX - DIRECTORS

This corporation shall have one Director initially. The name and street address of the Director is:

Tammy L. Cobelo
2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

ARTICLE X - OFFICERS

The name and address of the initial officers of this corporation are:

President / Secretary / Treasurer - Tammy L. Cobelo
2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

ARTICLE XI - INCORPORATOR

The name and address of the sole incorporator of these Articles of Incorporation is:

Tammy Cobelo
2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618

IN WITNESS WHEREOF that the undersigned as the sole incorporator has executed the foregoing Articles of Incorporation on this 30th day of August, 2002.

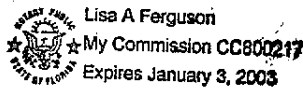
By: 

Tammy Cobelo, Sole Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 30th day of August, 2002. by Tammy Cobelo, Sole Incorporator.


Notary Public, State Of Florida



My Commission Expires: 1/3/03

FILED

ACCEPTANCE OF DUTIES BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I hereby am familiar with and accept the duties and responsibilities as registered agent for First Colonial Mortgage Services, Inc. The registered office of the corporation as set forth in the Articles of Incorporation is:

2701 West Bush Boulevard
Suite 205
Tampa, Florida 33618


IN WITNESS WHEREOF, that the undersigned as the registered agent has executed the foregoing acknowledgment on this 30th day August, 2002

By: Tammy D. Cobelo
Tammy Cobelo, Registered Agent for First Colonial Mortgage Services, Inc.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on this 30th day of August, 2002 by Tammy Cobelo, Registered Agent for First Colonial Mortgage Services, Inc.

Lisa A. Ferguson
Notary Public, State Of Florida

 Lisa A Ferguson
My Commission CC800217
Expires January 3, 2003

My Commission Expires: 1/3/03