

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : LAW OFFICES OF LAWRENCE E. BLACKE P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Nations Lending Group, Inc.

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**ARTICLES OF INCORPORATION
OF
NATIONS LENDING GROUP, INC**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NATIONS LENDING GROUP, INC.

The address of the principal office of this corporation shall be 130 South University Drive, Suite A, Plantation, Florida 33324, and the mailing address of the corporation shall be the same.

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, 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 1,000 shares of common stock having a \$1 par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3326 NE 33rd Street, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of the corporation at that address is Lawrence E. Black.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

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

LAWRENCE SPENCER
Pres./Treas./Dir.

130 South University Drive, Suite A
Plantation, FL 33324

KEVIN GAILING
V.P./Sec./Dir.

130 South University Drive, Suite A
Plantation, FL 33324

ARTICLE VII. CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature;

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provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII. SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take

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any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X. INCORPORATORS

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

Lawrence E. Blacke, Esq.
3326 NE 33rd Street
Fort Lauderdale, FL 33308

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on
June 2, 2003


Lawrence E. Blacke, Esq.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Lawrence E. Blacke, having been designated as the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Lawrence E. Blacke, Esq.