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(Requestor's Name)

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PICK-UP     WAIT     MAIL

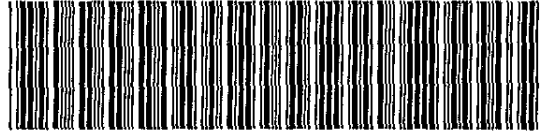
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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07/18/03--01092--003 \*\*78.75

FILED  
03 AUG -5 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-20836

08/8/03

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Axos Mortgage, Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status


**ADDITIONAL COPY REQUIRED**

**FROM:** David M. Smith  
Name (Printed or typed)

12716 Barrett Drive  
Address

Tampa, FL 33624  
City, State & Zip

(813) 962-0283  
Daytime Telephone number

RETURN TO: 



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 23, 2003

DAVID M. SMITH  
12716 BARRETT DRIVE  
TAMPA, FL 33624

SUBJECT: AXOS MORTGAGE, INC.  
Ref. Number: W03000020826

We have received your document for AXOS MORTGAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 503A00042753

RECEIVED  
03 AUG -5 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AXOS MORTGAGE, INC.**

FILED  
03 AUG -5 AM 10: 09  
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**

The name of the corporation shall be:

**AXOS MORTGAGE, INC.**

**ARTICLE II**

**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.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at no par value.

**ARTICLE IV**

**TERM OF EXISTENCE**

The existence of this corporation shall commence on August 5, 2003, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 12716 Barrett Drive, Tampa, Florida 33624, and the name of the initial registered agent of this corporation at that address is David Malcom Smith.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith	12716 Barrett Drive Tampa, Florida 33624

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David Malcom Smith	12716 Barrett Drive Tampa, Florida 33624

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 29<sup>th</sup> day of July, 2003.


  
\_\_\_\_\_  
DAVID MALCOM SMITH

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared DAVID MALCOM SMITH, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 29<sup>th</sup> day of JULY 2003.

**KIMBERLY SMITH**  
Notary Public, State of Florida  
My Comm. Expires May 20, 2007  
No. DD204009

  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
03 AUG -5 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submitted the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: AXOS MORTGAGE, INC.
2. The name and address of the registered agent and office is:

David Malcom Smith  
(NAME)

12716 Barrett Drive  
(P.O. BOX NOT ACCEPTABLE)

Tampa, Florida 33624  
(CITY/STATE/ZIP)

SIGNATURE

  
DAVID MALCOM SMITH

TITLE President

DATE 7-29, 2003

HAVING BEEN NAMED AS REGISTERED AGENT 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 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

  
DAVID MALCOM SMITH

DATE 7-29, 2003

REGISTERED AGENT FILING FEE: \$35.00