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Florida Department of State  
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To:

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From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Clayton Holdings, Inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 AUG 13 AM 9:08

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**ARTICLES OF INCORPORATION  
OF  
CLAYTON HOLDINGS, INC.**

03 AUG 13 AM 9:08

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Clayton Holdings, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 5405 Diplomat Circle, Suite 100, Orlando, Florida 32810, which shall also be the mailing address of the Corporation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of Ten Cents (\$.10) per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

**AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Dean Mead Services, LLC. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Charles H. Egerton, Esq.	800 North Magnolia Avenue, Suite 1500 Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than two(2).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
W. Malcolm Clayton	5405 Diplomat Circle, Suite 100 Orlando, Florida 32810
Charles W. Clayton, Jr.	1190 North park Avenue Winter Park, Florida 32789

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

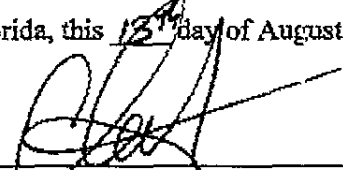
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ARTICLE IX - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

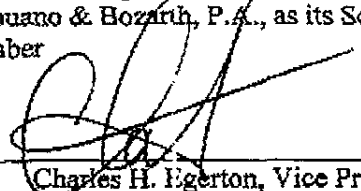
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 13<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
Charles W. Egerton, Esq.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505 of the Florida Statutes.

## DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,  
Capouano & Bozarth, P.A., as its Sole  
Member

  
By: \_\_\_\_\_  
Charles H. Egerton, Vice PresidentDate: August 13, 2003

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