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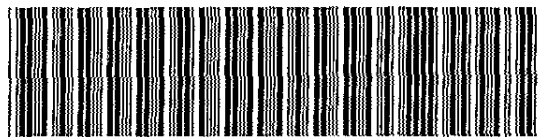
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/8/03
Mae

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
GERARD SCHLOTH

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

December 1, 2003

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

Re: Covenant Mortgage & Investments, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Covenant Mortgage & Investments, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

ARTICLES OF INCORPORATION
OF
COVENANT MORTGAGE & INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

**Name, Location and
Mailing Address of Principal Office**

The name of the corporation is COVENANT MORTGAGE & INVESTMENTS, INC. The principal office and mailing address of this corporation is 5557 Oliver Street North, Jacksonville, Florida 32277.

ARTICLE II

Purpose

This corporation is organized for the purpose of providing mortgage brokerage services and related services, and for transacting any and all related business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue five hundred (500) shares of capital stock, of which all five hundred (500) shares shall be issued to Ashley Christopher Stokes, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5557 Oliver Street North, Jacksonville, Florida 32277, and the name of the initial registered agent of the corporation at that address is Ashley Christopher Stokes.

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

ARTICLE V

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Ashley Christopher Stokes	5557 Oliver Street North Jacksonville, Florida 32277	President/Secretary/Treasurer

ARTICLE VI

Incorporator

The name and street address of the Incorporator of this corporation are Ashley Christopher Stokes, 5557 Oliver Street North, Jacksonville, Florida 32277.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

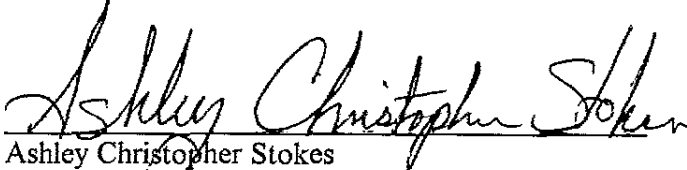
ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XI
Dissolution

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by the unanimous vote of the stockholders then holding fifty-one percent (51%) voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 1st day of December, 2003.


Ashley Christopher Stokes

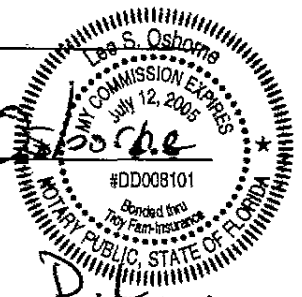
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of December, 2003 by Ashley Christopher Stokes.

Notary Public, State of Florida

Print Name: Lee S. Osborne

My Commission Expires:



Personally known _____ or produced identification: Florida D.C.

5322 -003-72-326-0

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

COVENANT MORTGAGE & INVESTMENTS, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Ashley Christopher Stokes, who maintains an office at 5557 Oliver Street North, Jacksonville, Florida 32277, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 1 day of December, 2003.

By: Ashley Christopher Stokes
Ashley Christopher Stokes

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 1 day of December, 2003.

Ashley Christopher Stokes
Ashley Christopher Stokes