

PO 4000060307

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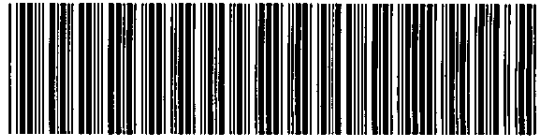
(Business Entity Name)

(Document Number)

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*Amended &
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07 OCT 29 PM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 26, 2007

Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

RE: HOME LOAN ADVISORY GROUP, INC.

Dear Sir or Madam:

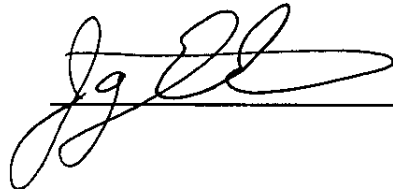
Please find attached the Amended and Restated Articles of Incorporation for the above named corporation together with a check in the sum of \$35.00 for the filing fee.

Kindly file the enclosed document.

Thank you.

Sincerely,

JAY E. ECKHAUS, P.A.
By

A handwritten signature in black ink, appearing to be "J. Eckhaus", written over a horizontal line.

Enclosures (2)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
HOME LOAN ADVISORY GROUP, INC.**

Pursuant to Florida Business Corporation Act Section 607.1007, HOME LOAN ADVISORY GROUP INC. (the "Corporation"), certifies that:

1. The name of the corporation is HOME LOAN ADVISORY GROUP INC. The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on April 9, 2004 as document P04000060307.
2. By unanimous vote of all of the shareholders of the Corporation held on October 24, 2007, the Shareholders of the Corporation did adopt and approve the following Amended and Restated Articles of Incorporation by unanimous written consent of all of the Shareholders, effective upon the filing of this document with the Division of Corporations, Secretary of State.
3. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

**ARTICLE I
NAME OF CORPORATION/PRINCIPAL PLACE OF BUSINESS**

The name of the corporation is

The name of the corporation is HOME LOAN ADVISORY GROUP INC. and its principal place of business is located at 1340 US Hwy 1, Suite 102, Jupiter, FL 33469

**ARTICLE II
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

To Conduct any and all lawful business.

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ARTICLE IV
CAPITAL STOCK

The number of shares that the Corporation is authorized to issue is 1,000 Common Shares, \$0.01 par value

ARTICLE V
SHAREHOLDER AGREEMENT

The transfer of shares of Capital Stock of the Corporation may only be accomplished pursuant to a certain Shareholder's Agreement dated as of October 24, 2007.

ARTICLE VI
LEGEND STOCK

All Shares of Capital Stock shall bear the following legend:

The sale or transfer of this certificate is subject to a Shareholder's Agreement, a copy of which is on file with the Secretary of the Corporation.

Article VII
Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"); (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

Article VIII
Bylaws

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE IX
REGISTERED OFFICE AND REGISTERED AGENT

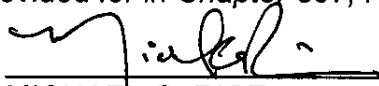
The street address of the registered office for the Club is 1340 US Hwy 1, Suite 102, Jupiter, FL 33469 and the name of its registered agent at that address is Michael G. Rice.

The President of the Corporation has executed these Amended and Restated Articles of Incorporation this 24th day of October, 2007.



MICHAEL G. RICE
President
HOME LOAN ADVISORY GROUP INC.

Having been named as registered agent and to accept service of process for the above named 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 the 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 as provided for in Chapter 607, F.S.



MICHAEL G. RICE