

JUL-09-2004

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FLORIDA PROFIT CORPORATION OR P.A.

Kaye Mortgage, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION**

**OF**

**KAYE MORTGAGE, INC.**

*The undersigned incorporator, for the purpose of forming a corporation in compliance with Chapter 607, F.S. (Profit), hereby adopts the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be: Kaye Mortgage, Inc.

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

The principal place of business and the mailing address of this corporation shall be:

5979 Pine Ridge Road  
Naples, FL 34119

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares of  
One Cent (\$.01) par value per share common stock

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

C.J. Kaye  
5979 Pine Ridge Road  
Naples, FL 34119

**ARTICLE V INCORPORATOR**

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

Michael V. Mitrione  
777 S. Flagler Drive, 500E  
West Palm Beach, FL 33401

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ARTICLE VI INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VII AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE VIII BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

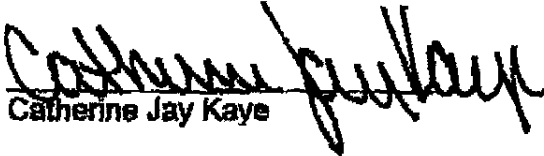


Michael V. Mitrione, Incorporator

Date: July 9, 2004

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

*Having been named as registered agent and to accept service of process for Kaye Mortgage, Inc. 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.*

  
Catherine Jay Kaye

Dated: July 9, 2004

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