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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JOHN C. GARDNER, ATTORNEY
Account Number : I19990000225
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FILED
04 JUL 26 AM 9:18
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.
AMERICA MORTGAGE INVESTORS CORP.**

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H040000414499 3

**ARTICLES OF INCORPORATION
OF
AMERICA MORTGAGE INVESTORS CORP.**

The undersigned natural person, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME AND ADDRESS**

The name of the corporation and the address of the principal office, which is also the mailing address of the corporation, are:

**AMERICA MORTGAGE INVESTORS CORP.
1013 OAKVIEW AVENUE
CLEARWATER, FLORIDA 33756**

**ARTICLE TWO
DURATION AND COMMENCEMENT**

The corporation shall have perpetual existence, commencing on filing of these Articles with the Secretary of State of Florida.

**ARTICLE THREE
PURPOSES**

The general nature and purposes of the business to be transacted, promoted and carried on by the corporation are: to operate a mortgage brokerage business and to do everything necessary and proper in accomplishing the purposes thereof, and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

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H04000041499 3

ARTICLE FIVE
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

**611 DRUID ROAD, SUITE 510
CLEARWATER, FLORIDA 33756**

and the name of the initial registered agent at that office is :

GARDNER & GARDNER, P. A.

ARTICLE SIX
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of the initial director of this corporation are:

**MICHAEL E. BIRD
1013 OAKVIEW AVENUE
CLEARWATER, FLORIDA 33756**

ARTICLE SEVEN
INCORPORATOR AND SUBSCRIBER

The name and address of the person signing these Articles as incorporator and as the initial subscriber to the capital stock of the corporation are:

**MICHAEL E. BIRD
1013 OAKVIEW AVENUE
CLEARWATER, FLORIDA 33756**

who subscribes to and agrees to take One Hundred (100) shares of the stock of the corporation.

ARTICLE EIGHT
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

H04000041499 3

ARTICLE NINE
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE TEN
INDEMNIFICATION

The corporation shall indemnify any and all officers, directors and former officers and directors to the fullest extent permitted by law.

ARTICLE ELEVEN
BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such adoption, alteration, amendment or repeal shall be in compliance with the laws of Florida.

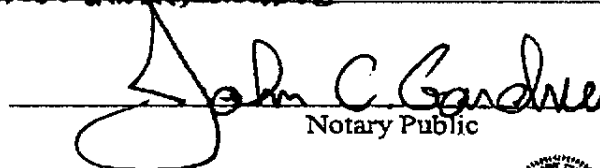
IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation on this 24th day of February, 2004.



MICHAEL E. BIRD

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING Articles of Incorporation were acknowledged before me on the 24th day of February, 2004, by MICHAEL E. BIRD, who [] is personally known to me or [X] has produced FLORIDA DRIVER'S LICENSE as identification.


Notary Public

John C. Gardner
MY COMMISSION # DD092760 EXPIRES
February 17, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

H04000041499 3

ACCEPTANCE BY REGISTERED AGENT

I HEREBY AGREE to act in the capacity of Registered Agent for the corporation which is the subject of the foregoing Articles of Incorporation and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping my office open for the acceptance of service. I am familiar with the duties and obligations of a registered agent under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and I hereby accept those duties and obligations.

GARDNER & GARDNER, P. A.By: **JOHN C. GARDNER, as its President**