

DEC-27-2004 17:06

GRAY ROBINSON

407 4186529

P.01/05

Division of Corporations

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**SUNSTATE MORTGAGE PARTNERS INC.**

Certificate of Status	0
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December, 27, 2004

SUNSTATE MORTGAGE PARTNERS INC.  
215 CELEBRATION PLACE  
SUITE 500  
CELEBRATION, FL 34747US

SUBJECT: SUNSTATE MORTGAGE PARTNERS INC.  
REF: P04000160121

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE REMOVE THE COMMA FROM THE CORPORATION'S CURRENT NAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson  
Document Specialist

FAX Aud. #: H04000253274  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUNSTATE MORTGAGE PARTNERS INC.**

**THE UNDERSIGNED**, the President of **SUNSTATE MORTGAGE PARTNERS INC.** a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is **SUNSTATE MORTGAGE PARTNERS INC.**

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein were duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent, executed on December 21, 2004.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon filing with the Secretary of the State of Florida.

**ARTICLE FOURTH:** The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

The name of this corporation is **SUNSTATE MORTGAGE PARTNERS, INC.**

**ARTICLE II - ADDRESS**

The mailing address of the corporation is 215 Celebration Place, Suite 500, Celebration, Florida 34747.

**ARTICLE III - DURATION**

This corporation shall exist perpetually.

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#### ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

215 Celebration Place, Suite 500  
Celebration, Florida 34747

The name of the registered agent of this corporation at that address shall be:

Dan Schedivy

#### ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Alfio Ravaglia	215 Celebration Place, Suite 500 Celebration, Florida 34747	Director President
Dan Schedivy	215 Celebration Place, Suite 500 Celebration, Florida 34747	Director Treasurer
Cynthia Munoz	215 Celebration Place, Suite 500 Celebration, Florida 34747	Secretary

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**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders of the Corporation.

**ARTICLE X - AMENDMENT**

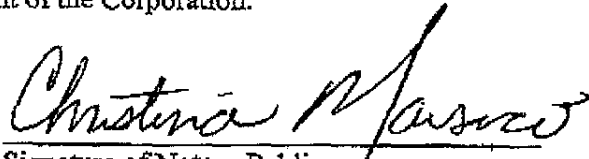
The provisions contained in these Articles of Incorporation, or any amendment hereto, may be amended or repealed by the shareholders of the Corporation.

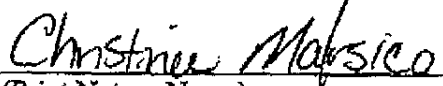
IN WITNESS WHEREOF, the undersigned President of the Corporation, has hereunto set her hand, this 21 day of December, 2004.

  
Alfio Ravaglia, President

STATE OF FLORIDA  
COUNTY OF OSCEOLA

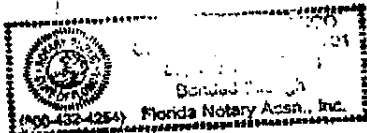
The foregoing instrument was acknowledged before me this 21 day of December, 2004, by Alfio Ravaglia, President of the Corporation.

  
Signature of Notary Public

  
(Print Notary Name)

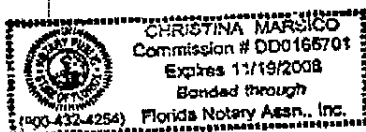
My Commission Expires: 11/19/06  
Commission No.: DD0166701

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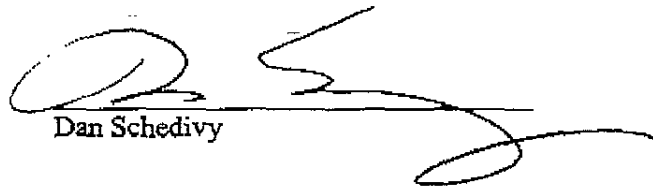
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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **SUNSTATE MORTGAGE PARTNERS, INC.**, I hereby accept and agree to act in this capacity.

Dated: December 21, 2004.



Dan Schedivy