

Florida Department of State  
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## From:

*William Coleman, Esq.*  
Account Name : BRINKLEY, MCNERNEY & MORGAN  
Account Number : 076077003213  
Phone : (954) 522-2200  
Fax Number : (954) 522-9123

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## FLORIDA PROFIT CORPORATION OR P.A.

Stonegate Financial, Inc.

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**ARTICLES OF INCORPORATION  
OF  
STONEGATE FINANCIAL, INC.**

The undersigned, acting as directors for the purpose of forming a corporation under and by virtue of the laws of the State of Florida, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be STONEGATE FINANCIAL, INC. and its place of business shall be at 2455 E. Sunrise Boulevard, Suite 600, in the City of Fort Lauderdale, in the County of Broward, State of Florida.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be to engage in any business authorized by law including engaging in any business authorized or permitted by finance companies under applicable Florida law.

**ARTICLE III**

The total number of shares authorized to be issued by the corporation shall be ten thousand (10,000). Such shares shall be of a single class and shall have a par value of \$.01 per share.

**ARTICLE IV**

The term for which the corporation shall exist shall be perpetual unless terminated pursuant to applicable Florida law.

**ARTICLE V**

The number of directors constituting the initial Board of Directors of the corporation shall be eight. The names and addresses of the initial directors of the corporation are:

- |    |                 |  |
|----|-----------------|--|
| 1. | Jeffrey Holding | 778 Middle River Drive, Ft. Lauderdale, FL 33304         |
| 2. | Jeff Nudelman   | 3000 Meadow Lane, Weston, FL 33331                       |
| 3. | Alan Robbins    | 1807 Victoria Pointe Circle, Weston, FL 33327            |
| 4. | Robin Rodriguez | 3333 Poinciana Avenue, Coconut Grove, FL 33133           |
| 5. | Gary Rotella    | 2833 NE 24 <sup>th</sup> Court, Ft. Lauderdale, FL 33305 |
| 6. | David Seleski   | 440 SE 1 <sup>st</sup> Terrace, Pompano Beach, FL 33060  |
| 7. | Robert Souaid   | 335 Old School Road, Gulf Stream, FL 33483               |
| 8. | John Tomlinson  | 756 Middle River Drive, Ft. Lauderdale, FL 33304         |

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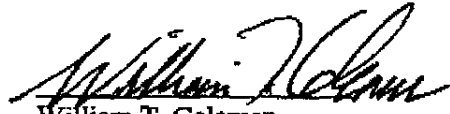
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## ARTICLE VI

The resident agent for the corporation is William T. Coleman, Attorney, and the address of the resident agent is Brinkley, McNerney, Morgan, Solomon & Tatum, LLP, 200 East Las Olas Boulevard, 19<sup>th</sup> Floor, Fort Lauderdale, Florida 33301.

A majority of the full Board of Directors may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two and appoint persons to fill resulting vacancies.

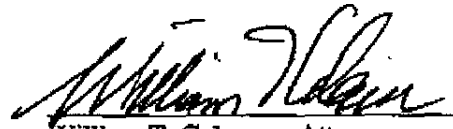
In witness of the foregoing, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of March, 2005.

  
William T. Coleman  
Incorporator

## ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 8<sup>th</sup> day of March, 2005.

  
William T. Coleman, Attorney  
Brinkley, McNerney, Morgan,  
Solomon & Tatum, LLP  
200 East Las Olas Blvd., 19<sup>th</sup> Floor  
Fort Lauderdale, FL 33301

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