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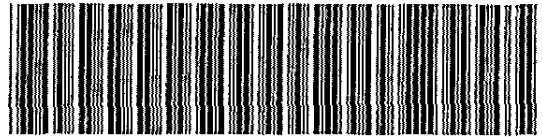
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CLERK OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
LEWIS & BERNARD, P.A.
24 N. Market Street, # 500
Jacksonville, Florida 32202

Sidney E. Lewis
Lawrence J. Bernard

Telephone: (904) 355-9003
Fax No.: (904) 350-9823

February 24, 2005

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

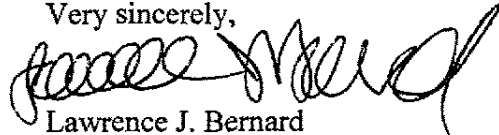
Re: Parrott Mortgage & Realty, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation which are forwarded to you for filing with the State of Florida. Please file same and return to me a stamped copy and letter issuing a Division of Corporations document number. I have included a check in the amount of \$70.00 to cover your filing fees.

Thank you for your kind attention to this matter.

Very sincerely,



Lawrence J. Bernard

LJB:jlm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARROTT MORTGAGE & REALTY, INC.,
a Florida corporation**

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: PARROTT MORTGAGE & REALTY, INC., a Florida corporation. The address of the principal office of the corporation is 1743 South 8th Street, Amelia Island, Florida 32034.

**ARTICLE TWO
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE
DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date of filing in the Secretary of State's Office.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE
INCORPORATORS**

The name and address of the person(s) signing these Articles is:

Edwin C. Parrott
1743 South 8th Street
Amelia Island, Florida 32034

ARTICLE SIX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

| <u>NAME</u> | <u>SHARES</u> |
|------------------|---------------|
| Edwin C. Parrott | 100 shares |

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1743 South 8th Street, Amelia Island, Florida 32034, and the name of the initial registered agent of this

corporation at this address is Edwin C. Parrott.

ARTICLE TEN
INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Edwin C. Parrott
1743 South 8th Street
Amelia Island, Florida 32034

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary, Treasurer

Edwin C. Parrott
1743 South 8th Street
Amelia Island, Florida 32034

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 2005.

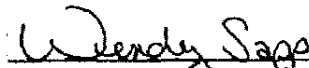


Edwin C. Parrott

STATE OF FLORIDA

COUNTY OF Nassau

The foregoing instrument was sworn to and subscribed before me this 22 day of Feb, 2005, by Edwin C. Parrott, who has produced ph as identification.



Signature of person taking acknowledgment

Printed name of person taking acknowledgment




WENDY SAPP
Notary Public, State of Florida
My comm. expires Sept. 16, 2005
Comm. No. DD 057088

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that PARROTT MORTGAGE & REALTY, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Edwin C. Parrott, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.


Edwin C. Parrott

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA