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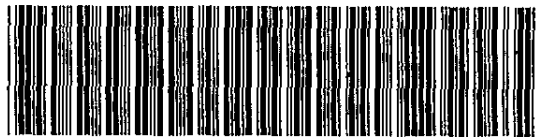
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December 29, 2005

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**VIA OVERNIGHT DELIVERY**


Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: America's Mortgage Experts, Inc.

Ladies and Gentlemen:

Enclosed for filing is the original Articles of Incorporation of America's Mortgage Experts, Inc. Also enclosed is a check in the amount of \$78.75 for the filing fee and certified copy. Please ensure that these articles are filed no later than Friday, December 30, 2005. Thank you for your attention to this matter.

Sincerely,

  
Richard D. Barlow

RDB:cab

Enclosure

**ARTICLES OF INCORPORATION  
OF  
AMERICA'S MORTGAGE EXPERTS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be America's Mortgage Experts, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be 91 Baybridge Drive, Second Floor, Gulf Breeze, Florida 32561.

**ARTICLE III. TERM OF EXISTENCE**

The corporation is to exist perpetually commencing on the date of filing of these Articles by the Department of State.

**ARTICLE IV. CAPITAL STOCK**

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

**ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent of the corporation is Maria Schafer whose address is 91 Baybridge Drive, Second Floor, Gulf Breeze, Florida 32561.

**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator to these Articles is:

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TALLAHASSEE, FLORIDA

Maria Schafer  
91 Baybridge Drive  
Second Floor  
Gulf Breeze, Florida 32561

#### **ARTICLE VII. DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the member of the first board of directors are:

<b>Name</b>	<b>Address</b>
Maria Schafer	91 Baybridge Drive Second Floor Gulf Breeze, Florida 32561
Joe Woodall	91 Baybridge Drive Second Floor Gulf Breeze, Florida 32561

#### **ARTICLE VIII. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation, by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate

evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

**ARTICLE IX. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

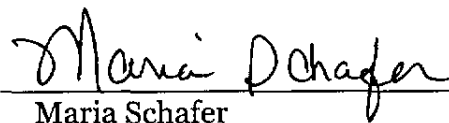
The undersigned incorporator has executed these Articles of Incorporation this 28 day of December, 2005.

  
Maria Schafer

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, Maria Schafer, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 28 day of December, 2005.

By:   
Maria Schafer

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CLERK OF DISTRICT COURT  
FLORIDA  
TALLAHASSEE