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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

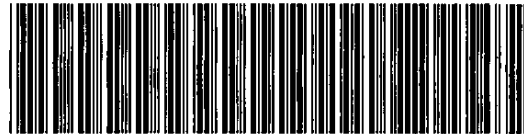
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

*Sam*

Office Use Only

Dr. Middleton GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT exp. date  
DATE 7/13/06  
DOC. EXAM Samuel



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07/10/06--01052--008 \*\*113.75

FILED  
06 JUL 10 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Middleton & Associates Mortgage and Finance, Inc.  
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Darise Derrill Middleton, Ph.D  
(Contact Person)

Middleton & Associates Mortgage and Finance, Inc.  
(Firm/Company)

407 SW 4th Avenue  
(Address)

Gainesville, Florida 32601  
(City, State and Zip Code)

For further information concerning this matter, please call:

Darise Derrill Middleton, Ph.D at ( 352 ) 514-2789  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |  |  |
|---|---|--|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input checked="" type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>Certificate of Status |
|---|---|--|--|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

**Middleton & Associates Mortgage and Finance, LLC**

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a **Limited Liability Company**  
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **Florida**  
(Enter state, or if a non-U.S. entity, the name of the country)

on **05/31/2005**  
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

**Florida**

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

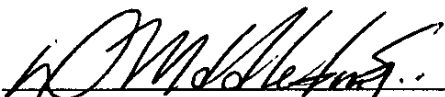
**Middleton & Associates Mortgage and Finance, Inc.**

(Enter Name of Florida Profit Corporation)

**FILED**  
06 JUL 10 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. If not effective on the date of filing, enter the effective date: 07/10/2006.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 07 day of July, 20006.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Darise D. Middleton, Ph.D Title: President

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I      NAME**

The name of the corporation shall be:

**Middleton & Associates Mortgage and Finance, Inc.**

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailing address is:

407 SW 4th Avenue  
Gainesville, Florida 32601

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

Our purpose is to originate and service mortgage loans, Mortgage Bankers. We invest in Commercial and Residential properties. We also engage in Estate and Financial planning.

### **ARTICLE IV      SHARES**

The number of shares of stock is:

100 shares of stock

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Darise Derrill Middleton, Ph.D- President

### **ARTICLE VI      REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Darise Derrill Middleton, Ph.D  
7404 SW County Road 348  
Archer, Florida 32618

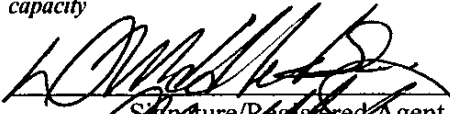
**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Darise Derrill Middleton, Ph.D  
7404 SW County Road 346  
Archer, Florida 32618

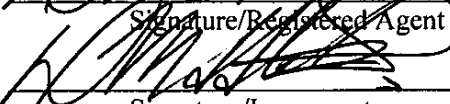
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

07/07/2006

Date

  
\_\_\_\_\_  
Signature/Incorporator

07/07/2006

Date