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FLORIDA PROFIT/NON PROFIT CORPORATION

R. Carbone Foreclosures, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
R. CARBONE FORECLOSURES, INC.**

**ARTICLE I - NAME**

The name of the corporation is: R. Carbone Foreclosures, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of the Corporation is 200 Whisper Ridge Drive, St. Augustine, FL 32092.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, FL 32207, and the name of its initial registered agent at such address is Christopher L. Mellott.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be one (1) and the name and address of such persons who are to serve as initial members thereof are:

NAME	ADDRESS
Robert Carbone	200 Whisper Ridge Drive St. Augustine, FL 32092

**ARTICLE VI - INCORPORATOR**


The name and address of the Incorporator are Christopher L. Mellott, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, FL 32207.

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**ARTICLE VII - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of December, 2008.

  
\_\_\_\_\_  
Christopher L. Mellott  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is R. Carbone Foreclosures, Inc.
2. The name and address of the registered agent and office are Christopher L. Mellott, 1301 Riverplace Boulevard, Suite 1500, Jacksonville, FL 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Christopher L. Mellott

Date: December 23, 2008

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