

P95000001682

BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P. A.
BOARD CERTIFIED CIVIL TRIAL
GLENN E. SWEARINGEN, P. A.

TELEPHONE
904-626-3833
904-626-4485
FACSIMILE
904-626-2714

January 4, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Boca Design and Production, Inc.

Dear Sir:

Enclosed please find my check in the amount of \$122.50 (filing fee) and the original and one copy of the Articles of Incorporation of Boca Design and Production, Inc. Please be so kind as to file these and return a copy to my office at your earliest convenience.

Thank you in advance for your usual prompt attention in this regard. If you have any questions, please call.

Sincerely,

Frank A. Baker /sm

FRANK A. BAKER, ESQ.

FAB:sm/secstate.ltr

Enclosures

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ARTICLES OF INCORPORATION

OF

BOCA DESIGN AND PRODUCTION, INC.

The undersigned incorporator of this corporation, executing these Articles of Incorporation, being a natural person, competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is BOCA DESIGN AND PRODUCTION, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1,000 shares of common stock having a nominal or par value of \$5.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
JAN 11 1967
STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLE VI
ADDRESS

The initial mailing and street address of the initial registered and principal office of this corporation in the State of Florida is 4431 Lafayette Street, Marianna, Florida, 32446. The name of the initial registered Resident Agent in the State of Florida is FRANK A. BAKER, whose address is 4431 Lafayette Street, Marianna, Florida, 32446. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are: Frank A. Baker, 4431 Lafayette Street, Marianna, Florida, 32446; Roy S. Baker, 2 NW 18th Street, Delray Beach, Florida, 33444; and Gary Webb, 100 Nobel Court, Alpharetta, Georgia, 30202.

ARTICLE IX
INITIAL OFFICERS

This corporation shall have three (3) offices, initially, consisting of a President, a Vice-President, and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The initial officers are: Roy S. Baker, 2 NW 18th Street, Delray Beach, Florida, 33444, as President; Gary Webb, 100 Nobel Court, Alpharetta, Georgia, 30202, as Vice-President; and Frank A. Baker, 4431 Lafayette Street, Marianna, Florida, 32446, as Secretary-Treasurer.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a

written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE XI
INCORPORATOR

The name and address of the incorporator of this corporation who shall sign and file these Articles, is: Frank A. Baker, 4431 Lafayette Street, Marianna, Florida, 32446.

ARTICLE XII
PREEMPTIVE RIGHTS


In the event that the Board of Directors authorizes the issuance of further shares of stock in the corporation, or in the event that the officers or directors of the corporation take action to issue previously-authorized shares of stock, then each shareholder of record at the time of the issue or sale shall have the option to purchase such number of shares to be issued, in the proportion that his (or her) already-owned shares bears to the total number of already-issued shares. The provisions of this article may be waived, but only by a writing executed by all shareholders prior to the issuance or sale of additional shares to be issued.

EXECUTED and acknowledged that date below written.


FRANK A. BAKER
Incorporator

STATE OF FLORIDA
COUNTY OF JACKSON:

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared FRANK A. BAKER, to me known to be the person described in and who executed the foregoing Articles of Incorporation as INCORPORATOR, and he acknowledged before me that he subscribed to those Articles of Incorporation, this January 4, 1994.


Notary Public
My Commission Expires:

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SHERYL MIDDLETON
Notary Public - State of Florida
My Commission Expires
November 7, 1995
Comm. No. CC 159123

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BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
BOARD CERTIFIED CIVIL TRIAL
CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLINDA P. SWEARINGEN-COOK, P.A.
CERTIFIED FAMILY LAW MEDIATOR

TELEPHONE
904-426-1611
904-426-4465

TELECOPIER
904-426-2714

November 13, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Boca Design and Production, Inc.

Dear Sir/Madam:

Enclosed please find my check in the amount of \$35.00, and an original and one copy of Articles of Amendment for the above-named. Please be so kind as to file the Amendment and return a copy to my office.

Thank you for your attention to this matter. If you have any questions, please call.

Sincerely,

Frank A. Baker

FRANK A. BAKER, ESQ.

FAB:sm/secstate.ltr

Enclosures

FILED
96 NOV 15 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 11/20

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

OF
BOCA DESIGN AND PRODUCTION, INC.

FILED
96 NOV 15 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: To change the name of the corporation from Boca Design and Production, Inc. to Prime Mortgage Company, Inc.

SECOND: Amendment adopted: Roy S. Baker shall be President and Secretary-Treasurer. The corporation shall not have the office of vice president.

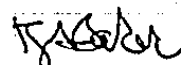
SECOND: The date of adoption of the amendment is the date of execution of this instrument.

THIRD: Adoption of Amendment:

 x The amendment was adopted by the incorporator or board of directors without shareholder action and shareholder action was not required.

SIGNED this 13 day of November, 1996.

BOCA DESIGN AND PRODUCTION,
INC.,
BY:



FRANK A. BAKER, as Incorporator

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