

P95000005676

Law Offices of  
THOMAS G. SHERMAN, P.A.  
218 ALMERIA AVENUE  
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

January 11, 1995

500001382785  
-01/18/95--01045--019  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: ALL FLORIDA MORTGAGE SERVICES, INC.

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,

THOMAS G. SHERMAN

P95-5676

TGS:SL  
ENCLS.

Bmc  
1/23/95

FILED  
95 JAN 17 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALL FLORIDA MORTGAGE SERVICES, INC.

FILED

95 JAN 17 PM 12:50

ARTICLE I

The name of this corporation is: All Florida Mortgage  
Services, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

This corporation is authorized to issue 7,500 shares of  
0 par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the issuance or sale of either new or  
treasury stock for cash, property, services, in payment of  
corporate debts or otherwise, shall have the right to purchase his  
proportionate share thereof.

ARTICLE IV A

Principal Office

The principal and mailing Address of the Corporation shall be:

3191 Coral Way  
Miami, Florida 33145

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this  
corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134,  
and the name of the initial registered agent of this corporation at  
that address is: THOMAS G. SHERMAN, ESQUIRE, which agent, pursuant

to Section 48.091, Florida Statutes, shall accept service of process within this state.

ARTICLE VI  
Board of Directors

This corporation shall have 1 director(s) initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation is (are):

NELSON LOCKE  
3191 Coral Way  
Miami, Florida 33145

Director

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the

right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or any be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VII

##### Incorporator

The names and addresses of the persons signing these Articles is:

THOMAS G. SHERMAN, ESQUIRE  
218 Almeria Avenue  
Coral Gables, Florida 33134

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this \_\_\_\_\_ day of January, 1995.

Subscriber: THOMAS G. SHERMAN

STATE OF FLORIDA    )  
                          ) SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county above name to take acknowledgments, personally appeared THOMAS G. SHERMAN, to me known to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that (s)he executed those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 11<sup>th</sup> day of January, 1995.

Mireya Pascual  
Notary Public, State of Florida

My commission expires \_\_\_\_\_  
OFFICIAL NOTARY SEAL  
MIREYA PASCUAL  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC339997  
MY COMMISSION EXP. DEC. 26, 1997

The undersigned having been named to accept service of process for the above corporation at the place designated in Article VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

THOMAS G. SHERMAN  
Resident Agent: THOMAS G. SHERMAN