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Robert M. Matznick  
1806 47th St., Ct. W.  
Bradenton, Fl. 34209  
813-951-3299

January 27, 1995

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Subject: Gulf Coast Mortgage Investments, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00.

Please return the photocopy to me with the filing date stamped on it.

Thank you.

FILED  
95 FEB -6 AM 8 40  
SECTION 1  
TALLAHASSEE, FLORIDA

T. BROWN FEB - 8 1995

ARTICLES OF INCORPORATION  
OF  
GULF COAST MORTGAGE INVESTMENTS, INC.

FILED  
55 FEB -6 AM 8 49  
SECRET  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is: GULF COAST MORTGAGE INVESTMENTS, INC.

ARTICLES II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLES IV - POWERS

The Corporation shall have power:

- (a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.
- (b) To purchase and sell for itself and the others, personal property, stocks, bonds and notes, to negotiate loans thereon for others to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and

execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Articles and to a perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) 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, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to

effect its purposes.

#### ARTICLES V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be 1806 47th St., Ct., W., Bradenton, Florida 34209.

#### ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1806 47th St., Ct., W., Bradenton, Florida 34209, and the registered agent at such office is Robert M. Matznick.

#### ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders. The name and address of each member of the initial board of directors are:

Robert M. Matznick  
1806 47th St., Ct., W.  
Bradenton, Florida 34209

and

Tami R. Kleister  
440 S. Shore Drive  
Osprey, Florida 34229

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INCORPORATOR

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

Robert M. Matznick  
1806 47th St., Ct., W.  
Bradenton, Florida 34209

and

Tami R. Kleister  
440 S. Shore Drive  
Osprey, Florida 34229

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XIII - BY-LAWS

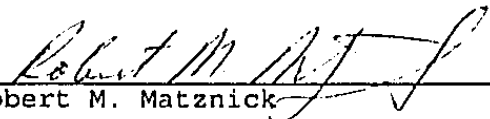
The original By-Laws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge By-Laws as provided in the By-Laws from time to time.

ARTICLE XIV - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from

my suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capability as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capability. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

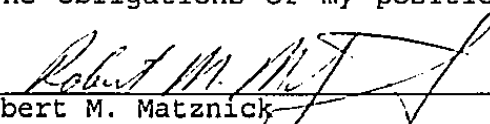
The undersigned has executed these Articles this 2nd day of FEBRUARY, 1995.

  
Robert M. Matznick

"INCORPORATOR"

Having been named as registered agent and to accept service of process at the place designated in the Articles, I hereby accept the appointment as registered 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.

2/2/95  
Date

  
Robert M. Matznick  
Registered Agent