CORPORATION INFORMATION SERVICESAINCE 1201 HAYS STREET TALLAHASMEE, FL 12301 904-222-9171

800-342-8086

904-222-0393 FAX **®** networks MAIL TO:

P.O. Box 5828 TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 557738

9571A

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE : March 9, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 557738

CUSTOMER NO:

9571A

700001425227

CUSTOMER: Brenda Cooley, Legal Asst

RICHARD D. SNEED, ESQ

Mardi Executive Center, #206

1905 25th Street, South Fort Pierce, FL 34947

DOMESTIC FILING

NAME:

PRIVATE MORTGAGE EXCHANGE,

INC.

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED

ARTICLES OF INCORPORATION

95 HAR -9 PH 4: 20

OF

SECRLIARY OF STATE TALLAHASSEE, FLORIDA

PRIVATE MORTGAGE EXCHANGE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PRIVATE MORTGAGE EXCHANGE, INC.

The address of the principal office of this corporation shall be 1918 Okeechobee Road, Ft. Pierce, Florida 34950, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

George J. Schaeffer Post Office Box 1508 Pt. Pierce, Florida 34954

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

Corporation Information Services, Inc. 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on March 9, 1995.

CORPORATION INFORMATION SERVICES, INC.

Its Agent, Karen (B) Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Plorida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

Its Agent, Karen B. Rozar

RICHARD D. SNEED, JR., P. A.

SUITE 206, MARDI EXECUTIVE CENTER 1905 SOUTH 25TH STREET FT. PIERCE, FLORIDA 34947

TELEPHONE (407) 465-2000

FAX (407) 465-2342 COMPUTER HODEM (407) 465-2366

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

March 21, 1995

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Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re:

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Private Mortgage Exchange, Inc., a Florida corporation

Charter No: P95000019456

Gentlemen:

Enclosed find the original Statement of Change of Registered Office and Registered Agent, dated March 21, 1995, concerning the referenced corporation. Please file the same and forward a stamped copy of the Statement to this office in the stamped addressed envelope provided for your convenience.

Also enclosed is this firm's check in the amount of \$35.00 for your filing fee.

Thank you.

Very truly yours,

Law Offices of

RICHARD D. SNEED, JR., P.A.

Richard D. Sneed, Jr., Ssquire

RDS/vog

Enclosures

P. H. SEEFLORIEN 3-29-95

Charter No. P95000019456 Date Filed: March 9, 1995

STATEMENT OF CHANGE OF REGISTERE'S OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: PRIVATE MORTGAGE EXCHANGE, INC.

CORPORATION INFORMATION SERVICES, INC.

2. The name and address of its present registered agent is:

1201 Hays Stree:
Tallahassee, FL 32301

3. The name and street address to which its registered agent is to be thenged is:

GEORGE J. SCHAEFFER

1918 Okeechobee Road
Fort Pierce, FL 34950

4. The street address of its registered office and the street address of the business office of its registered agent, as charged, are identical.

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Signate	Print/Typure:	Name:	SEORGE J. SC	Chaeffer	_ r	
Date:		0/-	3-81-95	(Agent)		