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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 E LAS OLAS BLVD  
NEW RIVER CENTER STE.1900  
FT LAUDERDALE FL 33301-

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FAX: (305) 523-1952

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMB MORTGAGE COMPANY

FAX AUDIT NUMBER: H95000004950

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/03/1995

TIME REQUESTED: 09:50:26

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*Re-File P.A. Cert -  
W95-9379*

84:11/11/95



FLORIDA DEPARTMENT OF STATE  
Sandra A. Morton  
Secretary of State

May 3, 1995

ATLAS PEARLMAN TROP & BOKESON, P.A.

FT. LAUDERDALE, FL 33301

SUBJECT: SSB MORTGAGE COMPANY  
REF: W93000009379

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H93000004950  
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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

NOTED 5/11/95

40:0 H9 L-ANES

05 MAY 1995

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ARTICLES OF INCORPORATION

OF

SMB MORTGAGE COMPANY

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: SMB MORTGAGE COMPANY.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

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STEPHEN M. BEYER, ESQ., FL BAR # 140012  
ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
200 EAST LAS OLAS BOULEVARD, SUITE 1900  
FORT LAUDERDALE, FLORIDA 33301  
PHONE NO.: (305) 763-1200

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#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, per value \$.01 per share.

#### ARTICLE V

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

#### ARTICLE VII

##### INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen M. Beyer.

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ARTICLE VIII

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 3rd day of May, 1995.

  
\_\_\_\_\_  
Stephen M. Beyer, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

SMB MORTGAGE COMPANY, a corporation existing under the laws of the State of Florida with its principal office and mailing address c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 has named South Florida Registered Agents, Inc., whose address is 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.  
a Florida corporation

By: Beverly F. Bryan  
Beverly F. Bryan, President

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