

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

800-222-9177
900-333-7444

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P9500045238

ACCOUNT NO. : 072100 00032

REFERENCE : 613944 9052A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 12, 1995

ORDER TIME : 12:11 PM

ORDER NO. : 613944

CUSTOMER NO: 9052A

CUSTOMER: Mr. Barry R. Lewis
DAVIS PERSSON SMITH & DARNELL

Suite 406
2033 Main Street
Sarasota, FL 34237

DOMESTIC FILING

NAME: BSV MORTGAGE AND INVESTMENTS,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JUN 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 12 1995

ARTICLES OF INCORPORATION
OF
BSV MORTGAGE AND INVESTMENTS, INC.

FILED
95 JUN 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, 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:

BSV MORTGAGE AND INVESTMENTS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

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.

ARTICLE IV - 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 100 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 6400 W. Manatee Avenue, Suite 117, Bradenton, Florida 34205.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2033 Main Street, Suite 406, Sarasota, Florida 34237 and the registered agent at such office is BARRY R. LEWIS, JR.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by By-Laws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

PETER C. BEISLER
184 Rotonda Circle West
Placida, Florida 33947

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

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

PETER C. BEISLER
184 Rotonda Circle West
Placida, Florida 33947

The undersigned has executed these Articles this 8th
day of June, 1995.


PETER C. BEISLER

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for BSV MORTGAGE AND INVESTMENTS, INC. at the place designated in the Articles, 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 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.

6/8/95
Date

BARRY R. LEWIS, JR.
Registered Agent

FILED
95 JUN 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA