



P95000045625

ACCOUNT NO. : 072100000032

REFERENCE : 624020 6457A

AUTHORIZATION : Patricia Pizutti

COST LIMIT : \$ 35.00

ORDER DATE : December 5, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 624020-005

CUSTOMER NO: 6457A

100002364151-6

CUSTOMER: Ms. Michelle M. Guessetto
Arnold Matheny & Eagan, P.a.
P. O. Box 2967

Orlando, FL 32803-3842

DOMESTIC AMENDMENT FILING

NAME: FIRST FLORIDA LENDING CORPORATION, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

[Handwritten initials]
[Handwritten initials]

FILED
97 DEC -5 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -5 PM 12:29
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1997

CSC
JON A. BOWLING
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FIRST FLORIDA LENDING CORPORATION, INC.
Ref. Number: P95000045625

We have received your document for FIRST FLORIDA LENDING CORPORATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00057764

RECEIVED
97 DEC 10 AM 10:37
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Amnd. Art
A/B Common

FILED
97 DEC -5 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FIRST FLORIDA LENDING CORPORATION, INC.
(Originally Incorporated Under Document Number P9500004562)

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is FIRST FLORIDA LENDING CORPORATION. The principal place of business of the Corporation is 228 Park Avenue North, Suite J, Winter Park, Florida 32789. The duration of the Corporation is perpetual. The name change was adopted November 20, 1997.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 801 N. Magnolia Avenue, Suite 201, in the City of Orlando, County of Orange. The name of the registered agent at such address is Lehn E. Abrams.

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor for distribution in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lehn E. Abrams	801 N. Magnolia Avenue Suite 201 Orlando, FL 32803

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Susan Hann Jacobs	288 Park Avenue North, Suite J Winter Park, FL 32789


ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below, being all of the officers, directors and shareholders of the Corporation.

Dated: December 3, 1997.



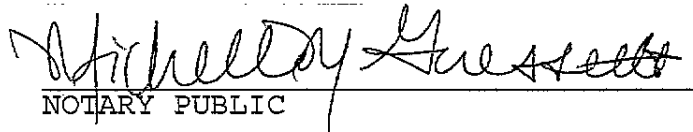
Susan Hann Jacobs, as President
Secretary, Treasurer, Director and
Shareholder

The number of votes cast for the amendment by the shareholders was sufficient for approval.

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

I hereby certify that on this 3rd day of December, 1997 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, the parties to the foregoing Amended and Restated Articles of Incorporation, in the capacities set forth below their names, known to me personally to be such, and I having first made known to them the contents of said Articles, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.


NOTARY PUBLIC

My Commission Expires: _____



MICHELLE M. GUESSETTO
My Comm. Exp. Feb. 6, 1998
Comm. No. CC576620