

JAMES J. LOW III
ATTORNEY AT LAW

2000 International Street, Suite 400
Tampa, Florida 33606
Phone: (813) 441-1745

FLORIDA
ATTORNEY
TALLAHASSEE

Corporate Records Bureau
Attn: Mr. [illegible]
P. O. Box 6327
Tallahassee, FL 32304

95000046929

Re: The Mortgage Company of Tampa Bay, Inc.

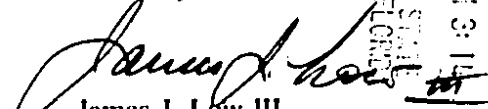
June 5, 1995

Greetings:

Please find enclosed a check in the amount of \$70.00 in payment for the acceptance of the Articles of Incorporation and the issuance of the Certificate of Incorporation. Please send an **uncertified** photocopy of the accepted Articles and the Certificate of Incorporation to the office address on this letterhead.

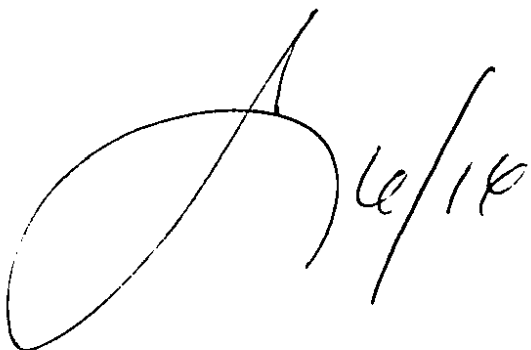
Thank you for your attention in this matter.

Sincerely,


James J. Low III

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JUN 9 1995
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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ARTICLES OF INCORPORATION

ARTICLE I

Name and Address

The name of the Corporation is "The Mortgage Company of Tampa Bay, Inc." The principal address of this Corporation is: 13987 Lake Point Drive, Clearwater, Florida 34622. The post office address of the Corporation is: 13987 Lake Point Drive, Clearwater, Florida 34622.

ARTICLE II

Duration

The period of the duration of this Corporation is perpetual.

ARTICLE III

Commencement of Existence

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed within five (5) days after that date, exclusive of legal holidays, then the corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Purpose

The purposes for which this Corporation is organized are the following:

1. To engage in the business of procuring loans and mortgages for the general public;
2. To engage in the business of acting as an agent and broker in the procuring of loans and mortgages for the general public;
3. To sue, complain, and defend in the Corporate name;
4. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue, its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income;
5. To conduct its business, carry on its operations and have offices and exercise the powers herein granted within or without the State;
6. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way; and
7. To do such other things as are incidental to the purposes of the Corporation or necessary or desired in order to accomplish said purposes.

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TALLAHASSEE, FLORIDA

ARTICLE V

Shares

There shall be one kind of common voting stock authorized and issuable by the Corporation. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000). All shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI

Voting of Shares

1. Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each Shareholder is entitled to multiply the number of votes the Shareholder is entitled to cast by the number of directors for whom the Shareholder is entitled to vote and then cast the total votes for a single candidate or distribute the total votes among any number of the candidates.

2. The affirmative vote of a majority of the outstanding shares shall be necessary to approve any matter by the Shareholders.

ARTICLE VII

Preemptive Rights

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro-rata portion of the following:

1. Any stock that the Corporation may issue or sell, and including unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after the receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VIII

Shareholders Meeting Quorum

A quorum of shareholders shall consist of two-thirds (2/3) of the shares entitled to vote at a meeting of the shareholders.

ARTICLE IX

Initial Registered Agent and Office

The name and address of the initial Registered Agent is: Sharon S. Bagley, 13987 Lake Point Drive, Clearwater, Florida 34622. The post office address of the initial Registered Agent is: 13987 Lake Point Drive, Clearwater, Florida 34622.

ARTICLE X

Initial Board of Directors

There shall be initially three Directors: Sharon S. Bagley, Lila L. Lookwood, and John E. Lockwood. The post office address of Sharon S. Bagley is: 13987 Lake Point Drive, Clearwater, Florida 34622. The post office address of Lila L. Lookwood, and John E. Lockwood is: 13854 Pinecrest Drive, Largo, Florida 34644.

ARTICLE XI

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII

Indemnification


The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding whether civil, criminal, or investigative by reason of the fact that said person is or was a Director, Officer, Employee, or Agent of the Corporation.

ARTICLE XIII

Incorporators

The Incorporators of this Corporation are: Sharon S. Bagley, Lila L. Lookwood, and John E. Lockwood. The post office address of Sharon S. Bagley is: 13987 Lake Point Drive, Clearwater, Florida 34622. The post office address of Lila L. Lookwood, and John E. Lockwood is: 13854 Pinecrest Drive, Largo, Florida 34644.

Acceptance by Registered Agent/Incorporator:

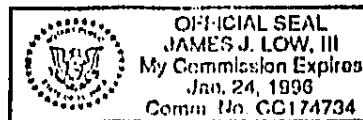


Sharon S. Bagley, Registered Agent, Incorporator

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me on this 2nd day of June, by Sharon S. Bagley who is personally known to me and who did not take an oath and who did execute this instrument before me.


Notary Public




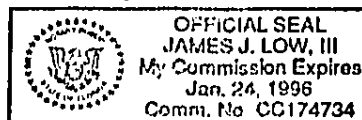
Acceptance by Incorporator:


Lila L. Lockwood, Incorporator

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me on this 2nd day of June, 1995, by Lila L. Lockwood who is personally known to me and who did not take an oath and who did execute this instrument before me.


Notary Public

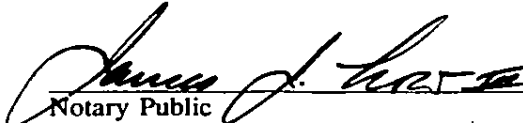


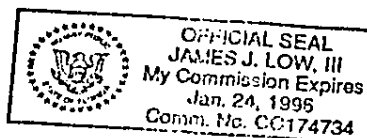
Acceptance by Incorporator:


John E. Lockwood, Incorporator

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me on this 2nd day of June, 1995, by John E. Lockwood who is personally known to me and who did not take an oath and who did execute this instrument before me.


Notary Public



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by: James J. Low III
Attorney at Law
601 Cleveland Street, Suite 400
Clearwater, Florida 34615