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LAW OFFICES OF
THOMAS E. GLICK, P.A.
11900 DISCAYNE BOULEVARD, SUITE 740
NORTH MIAMI, FLORIDA 33181

DADE: (305) 892-1577 • BROWARD: (305) 764-1577 • FACSIMILE: (305) 893-2295

THOMAS E. GLICK, P.A.
HOWARD S. WEINSTEIN

*CERTIFIED FEDERAL COURT MEDIATOR
*CERTIFIED CIRCUIT COURT MEDIATOR

FILED
JUN 26 1995
JUL 1 1995

June 26, 1995

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-07/06/95--01101--009
*****70.00 *****70.00

RE: BRIAN SCOTT MORTGAGE COMPANY

To Whom It May Concern:

Enclosed are the Articles of Incorporation of the above captioned corporation.

Kindly conform a copy of said Articles, endorse your approval thereon and return one copy to us, as registered agent.

We are enclosing a check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Sincerely,

THOMAS E. GLICK, P.A.

Thomas E. Glick, Esq.

TEG:sg
Enc.(2)

R. CHESSEY JUL 1 2 1995

ARTICLES OF INCORPORATION
OF
BRIAN SCOTT MORTGAGE COMPANY

The undersigned subscriber to these Articles of BRIAN SCOTT MORTGAGE COMPANY, a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is:

BRIAN SCOTT MORTGAGE COMPANY

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objectives and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

B. To invest and reinvest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment within the meaning of Chapter 607, Florida Statutes, as well as to acquire and own real and personal property.

C. To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection

and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as might be amended from time to time.

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 at \$.10 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV: TERM OF EXISTENCE

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE V: ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is: Star Route 1 #1327 LaBelle, Florida 33935 and the Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI: DIRECTORS

The corporation shall have not less than one nor more than nine Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII: SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation is:

Jeffrey B. Freeman
Star Route 1
LoBelle, Florida 33935

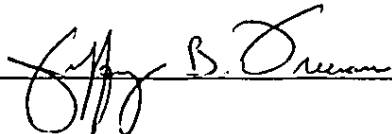
ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made. The Directors of the corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital. The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE IX: REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be Law Offices of Thomas E. Glick, P.A., 11900 Biscayne Blvd., Suite 740, North Miami, Florida 33181, and the name of the initial registered agent of the corporation at that address is: Thomas E. Glick, Esq.

IN WITNESS WHEREOF, I, the undersigned, being the agent for the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within the State of Florida and outside the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts stated herein are true, and do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 30 day of June, 1995.

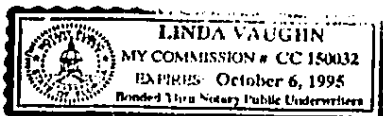


Jeffrey B. Dreeman

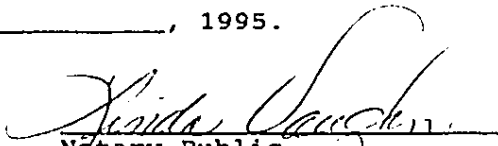
STATE OF FLORIDA)
)SS:
COUNTY OF HENDRY)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared Jeffrey B. Freeman, to me known to be the person described as subscriber and who has produced the following form of identification (PERSONALLY KNOWN TO ME) and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at LABELLE, FLORIDA, HENDRY County, Florida this 30TH day of JUNE, 1995.



MY COMMISSION EXPIRES:


Notary Public LINDA VAUGHN
State of Florida at Large

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act.

First, that BRIAN SCOTT MORTGAGE COMPANY desiring to organize
under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation, in the City of LaBelle,
State of Florida, has named:

Thomas E. Glick, Esq.

located at 11900 Biscayne Blvd., Suite 740, North Miami, Florida
33181, County of Dade, State of Florida, as its agent to accept
service of process within this State.

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.

Resident Agent:


Thomas E. Glick, Esq.

FILED
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