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P960000001891
March 6 1994

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

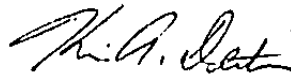
Re: KMC Financial Network, Inc.

Dear Sir:

Enclosed herewith is an original and one copy of the Articles of Incorporation for KMC Financial Network, Inc. for filing and certification of the copy to return to me in the enclosed self-addressed stamped envelope, together with a check in the amount of \$122.50.

Very truly yours,

QUARLES & BRADY



Kevin A. Denti

KAD/jmk

Enclosures

VIA FEDERAL EXPRESS

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****122.50 ****122.50



ARTICLES OF INCORPORATION
OF
KMC FINANCIAL NETWORK, INC.

ARTICLE I.
CORPORATE NAME

The name of this Corporation is: KMC FINANCIAL NETWORK, INC.

ARTICLE II.
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III.
INCORPORATOR

The name and address of the incorporator is:

Name

Address

Hugh McLaughlin

11181 Health Park Boulevard
Suite 2225
Naples, Florida 33942

ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 11181 Health Park Boulevard, Suite 2225, Naples, Florida 33942, and the name of the initial registered agent of this Corporation at that address is: Hugh McLaughlin.

**ARTICLE V.
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 11181 Health Park Boulevard, Suite 2225, Naples, Florida 33942.

**ARTICLE VI
BUSINESS PURPOSE**

The purpose and function of this Corporation shall be to engage in real estate brokering, mortgage brokering, mortgage lending, and all other businesses authorized under Florida law.

**ARTICLE VII
DURATION**

The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on 1/1, 1996.



HUGH McLAUGHLIN, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

That KMC FINANCIAL NETWORK, INC., desiring to organize under the laws of
the State of Florida, with its principal place of business located at 11181 Health Park
Boulevard, Suite 2225, Naples, Florida 33942, has named Hugh McLaughlin, located at
11181 Health Park Boulevard, Suite 2225, Naples, Florida 33942, as its registered agent to
accept service of process within the State of Florida.

Dated: 1/1, 1996


HUGH McLAUGHLIN, Incorporator

Having been named to accept service of process for the above-stated Corporation,
at the place designated in this Certificate, Hugh McLaughlin hereby agrees to comply with
the provisions of all statutes relative to the proper and complete performance of his duties.

Dated: 1/1, 1996


HUGH McLAUGHLIN