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MACFARLANE AUSLEY FERGUSON & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 CLEVELAND STREET  
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CLEARWATER, FLORIDA 34618  
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P. O. BOX 301 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(904) 224-0110 FAX (904) 222-7600

RECEIVED  
JAN 26 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
111 MADISON STREET, SUITE 2300  
P. O. BOX 1931 (ZIP 33601)  
TAMPA, FLORIDA 33602  
(813) 273-4200 FAX (813) 273-4300

January 23, 1996

IN REPLY REFER TO:

Clearwater

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

100001698911  
-01/26/96--01032--016  
\*\*\*122.50 \*\*\*122.50

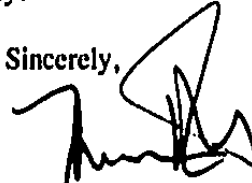
RE: Republic Mortgage Services Corporation

To whom it may concern:

Enclosed please find Articles of Incorporation for the above referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thanks for your cooperation and assistance. If you have any questions upon receipt of this letter, please call my office immediately.

Sincerely,

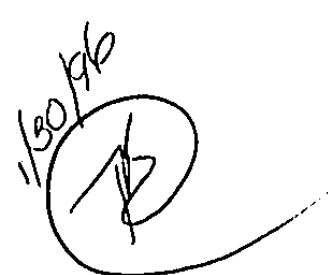


Thomas C. Nash, II

TCN/wlc

Enc.

cc: Client

1/30/96  


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**ARTICLES OF INCORPORATION**  
**OF**  
**REPUBLIC MORTGAGE SERVICES CORPORATION**

**ARTICLE I**  
**Name and Address**

The name of this corporation is **REPUBLIC MORTGAGE SERVICES CORPORATION**,  
whose place of business is located at 805 Harbor Drive, Belleair Beach, FL 34634.

**ARTICLE II**  
**Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**  
**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

56 JAN 25 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Preemptive Rights**

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 400 Cleveland Street, Eighth Floor, Clearwater, FL and the name of the initial registered agent of this corporation at that address is Thomas C. Nash, II.

**ARTICLE VII**  
**Initial Board of Directors and Officers**

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Lawrence Hunsaker	805 Harbor Drive Belleair Beach, FL 34634	President/Director
Seth Johansen	805 Harbor Drive Belleair Beach, FL 34634	Secretary/Treasurer/ Director

**ARTICLE VIII**  
**Incorporators**

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Thomas C. Nash, II	400 Cleveland St., Eighth Floor Clearwater, FL 34615

**ARTICLE IX**  
**Bylaws**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X**  
**Shareholder Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI**  
**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII  
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV  
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of January, 1996.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me

personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

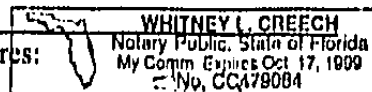
WITNESS my hand and official seal at Clearwater, said County and State, this 23<sup>rd</sup> day of January, 1996.



Notary Public

Print Name:

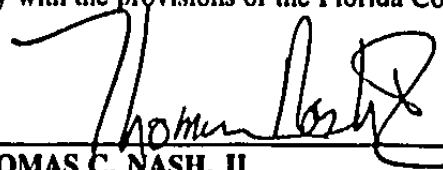
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for REPUBLIC MORTGAGE SERVICES CORPORATION at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
THOMAS C. NASH, II

II:DATA\ATY\TCN\HUNSAKER\CORP\ARTICLES

P 9600000 9341

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 CLEVELAND STREET

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P. O. BOX 1831 (ZIP 33601)

TAMPA, FLORIDA 33608

(813) 273-4200 FAX (813) 273-4308

January 31, 1996

IN REPLY REFER TO:

Clearwater

via Federal Express

ATTN: Karen Gibson  
Secretary of State  
Division of Corporate Records  
Amendment Section  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
96 FEB -1 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Republic Mortgage Services Corporation

Dear Karen:

Enclosed please find the original Amendment to Articles of Incorporation for the above referenced matter along with a check in the amount of \$87.50 for filing fees and a certified copy of the Amendment.

Please proceed to file this Amendment and return a certified copy to my attention. Thank you for your cooperation. If you have any questions upon receipt of this letter, please do not hesitate to call.

Sincerely,

  
Thomas C. Nash, II

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-02/05/96--01018--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

TCN/wlc

Enc.

NC  
CRD  
2-1

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION**

I. Article I of the Articles of Incorporation of **REPUBLIC MORTGAGE SERVICES CORPORATION** is hereby amended to read:


**ARTICLE I  
Name**

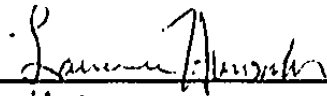
The name of this corporation shall be:

**FORTUNE MORTGAGE SERVICES CORPORATION**

II. The foregoing amendment was adopted by the unanimous vote of the shareholders and directors of this corporation on the 31<sup>st</sup> day of January, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31<sup>st</sup> day of January, 1996.


  
Secretary

  
President

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, \_\_\_\_\_, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced \_\_\_\_\_ as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

31<sup>st</sup> day of January, 1996. WITNESS my hand and official seal at Clearwater, said County and State, this

  
Print Name: \_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_

