

FEB- 09 PM 1994

Mahoney Adams -Corporal

FAX NO. 0047000081

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2/09/94

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.
50 N LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 798-2661

((H96000001984))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARNETT RESIDENTIAL LENDING CORPORATION
FAX AUDIT NUMBER: H96000001984

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/09/1996

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**ARTICLES OF INCORPORATION
OF
BARNETT RESIDENTIAL LENDING CORPORATION**

ARTICLE I

Name and Duration

The name of the Corporation is Barnett Residential Lending Corporation. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 9000 Southside Boulevard, Building 700, in the City of Jacksonville 32256.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 9000 southside Boulevard, Building 700, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is Karen S. Lugar.

ARTICLE IV

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 Florida Business Corporation Act.

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0169598

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 Florida Business Corporation Act.

ARTICLE V

Capital Stock

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

ARTICLE VI

Incorporator

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

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. 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 annual meeting of shareholders.

3. 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>
Francis G. Seabrook	9000 Southside Boulevard Building 700 Jacksonville, FL 32256
James F. Mondello	5875 NW 163rd Street Miami Lakes, FL 33014
Stephen B. Matheson	9000 Southside Boulevard Building 700 Jacksonville, FL 32256

ARTICLE VIII

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.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI**Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 7th day of February, 1996.

RAX CO., a Florida corporation

By: 

Halcyon B. Skinner, President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:


That Barnett Residential Lending Corporation desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Karen S. Lugar, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner, President

Having been named to accept service of process and serve as registered agent 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 statute relative to keeping open said office, and further state I am familiar with §607.0501, Florida Statutes.


Karen S. Lugar, Registered Agent

DATED: Feb. 9, 1996

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5/22/96 14:42:36 96 MAY 22 PM 5:02 1/2

5/22/96 FLORIDA DIVISION OF CORPORATIONS 2:42 PM
PUBLIC ACCESS SYSTEM
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DEPARTMENT OF STATE 50 N LAURA ST
STATE OF FLORIDA 3400 BARNETT CENTER
409 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE
FAX: (904) 922-4000 PHONE: (904) 384-1100
FAX: (904) 798-2661
DOCUMENT TYPE: BASIC AMENDMENT
NAME: BARNETT RESIDENTIAL LENDING CORPORATION
FAX AUDIT NUMBER: H96000007260 CURRENT STATUS: REQUESTED
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DIVISION OF CORPORATIONS

FROM

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BARNETT RESIDENTIAL LENDING CORPORATION**

Barnett Residential Lending Corporation, pursuant to Section 607.1001, Florida Statutes, does hereby file the following Articles of Amendment:

1. The name of the Corporation is Barnett Residential Lending Corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE I
Name**

The name of this corporation is Barnett Mortgage Company.

3. The amendment was adopted on the 20th day of May, 1996, effective as of May 31, 1996 at 5:00 p.m.

4. The amendment was duly approved by the sole shareholder of the Corporation in accordance with Section 607.1006.

Dated: May 20th, 1996

BARNETT RESIDENTIAL LENDING CORPORATION

By: Francis O. Seabrook
Francis O. Seabrook, President

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EFFECTIVE DATE
5-31-96

Prepared by Haley E. Skinner, Esq.
Mahoney Adams & Cristof, P.A.
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(904) 354-1100
Florida Bar No. 0169598

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