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ANTONY E. FIORENTINO

ATTORNEY AT LAW

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PENSACOLA, FLORIDA 32507

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FILED
96 FEB 27 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 26, 1996

WALK THROUGH SERVICE

Secretary of State
State Capitol Building
Tallahassee, FL 32301

500001725765
-02/27/96--01108--023
****125.50 ****125.50

Re: MONEYLINE MORTGAGE, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Designation of Resident Agent for the Service of Process on the above corporation. It is our wish that the corporate existence on the corporation begin as of the filing date with the Secretary of State.

Included herewith is a check in the amount of \$125.50 to cover the following:

Filing Fee
Certified copy
Filing tax
Filing Designated Agent

Please process these documents accordingly and return certified copy of the Certificate as soon as possible.

Thank you for your assistance.

Very truly yours,

[Signature]
Antony E. Fiorentino

AEF:
Encs.
cc: (Corp.)

RECEIVED
96 FEB 27 PM 1:30
DIVISION OF CORPORATION

D. BROWN FEB 27 1996

**ARTICLES OF INCORPORATION
OF
MONEYLINE MORTGAGE, INC.**

FILED
96 FEB 27 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is Moneyline Mortgage, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is as follows:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description, and particularly to engage in the business of buying, selling, and otherwise dealing in or with, in any manner whatsoever, as broker, agent, or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale, or other disposition of notes, mortgages, debentures, and other financing securities or any interest therein.

To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest in, pledge, or otherwise deal in or with mortgages, debentures, notes and other financing securities, obligations, contracts, and evidences of indebtedness (except bills of exchange) of any corporation, association, firm, individuals, or government or subdivision thereof.

This Corporation may engage in any transaction or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Seven Hundred Fifty (750) shares of par value stock at Ten Dollars (\$10.00) par value per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation shall exist perpetually and its existence shall cease only upon its lawful dissolution.

ARTICLE V. ADDRESS

The principal office of the Corporation shall be in Pensacola, Escambia County, Florida, and the address shall be 6805 Devonshire Circle, Pensacola, Florida 32506.

ARTICLE VI. DIRECTORS

The number of Directors is hereby fixed at not less than one, nor more than three. The number of Directors to be chosen for any given year, shall be determined by the stockholders at the annual meeting for the election of Directors.

ARTICLE VII. INITIAL DIRECTORS

The name and address of each member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation, and the laws of Florida, shall hold office for the first year of the existence of the Corporation, or until a successor is elected and has qualified, are as follows: Director

Gordon J. Dey, Jr.
6805 Devonshire Circle
Pensacola, Florida 32506

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation, and the number of shares which he agrees to take are:

Gordon J. Dey 300 Shares

The whole, or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or property, labor, services, or real estate having a value in the judgment of the Board of Directors equivalent to the full par value of the share of stock to be issued.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the corporation (including that subscribed herein) as partly paid, subject to call thereon, until the whole thereof has been paid.

ARTICLE IX. ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

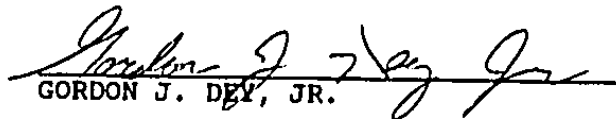
A. No person shall be required to own, or control stock on the Corporation as a condition precedent to holding any office of this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, and no other act of the Corporation with relation to any other corporation, shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation, without regard to the fact that he individually or as a member of such firm or association is such a party or so interested, provided such interest shall be disclosed or shall have been known to the Board of Directors or a

majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction.

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 a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


GORDON J. DEY, JR.

STATE OF FLORIDA :

COUNTY OF ESCAMBIA :

Before me, the undersigned authority, personally appeared GORDON J. DEY, JR., known to me to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same for the uses and purposes therein set forth.

Patricia E. Stevens
Print Name:
NOTARY PUBLIC - State of
My Commission No. 
My Commission Expires
PATRICIA E. STEVENS
My Commission DO408830
Expires 07/1998
Bonded by FNU
888-824-6288

**DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE AND ACCEPTANCE OF SUCH DESIGNATION**

The undersigned subscriber of a Corporation to be formed under the name of MONEYLINE MORTGAGE, INC., hereby designates GORDON J. DEY, JR. of Escambia County, Florida, whose address is 6805 Devonshire Circle, Pensacola, Florida 32506 as the Registered Agent of said Corporation, and declares that 6805 Devonshire Circle, Pensacola, Florida 32507 is the Registered Office and the location for service of process upon said Corporation within the State of Florida.

Gordon J. Dey Jr.
GORDON J. DEY, JR.

I, GORDON J. DEY, JR., hereby accept the foregoing Designation as Registered Agent of MONEYLINE MORTGAGE, INC. The location for service of process within the State of Florida is 6805 Devonshire Circle, Pensacola, Florida 32506.

Gordon J. Dey Jr.
GORDON J. DEY, JR.

DATED: 2/26/96

FILED
96 FEB 27 PM 1:48
RECEIVED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA