

**P46000020599**  
**MAQUIER, VOORHIS & WELLS, P.A.**  
*Attorneys at Law*

SUNTRUST CENTER, SUITE 3000  
200 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 844-1100  
FACSIMILE (407) 872-0807

MAILING ADDRESS:  
P. O. BOX 633  
ORLANDO, FLORIDA 32808

WRITER'S DIRECT DIAL

March 5, 1996

**VIA: COURIER**

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

800001734828  
-03/06/96--01100--013  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: First Associated Mortgage, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of First Associated Mortgage, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:  
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

*Will wait*

Very truly yours,

*Marlis J. Spear*

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: Christopher C. Brockman, Esq.  
Joseph B. Stanton, Esq.

PATAM1312/1.Frm

RECEIVED  
DIVISION OF CORPORATIONS  
03 MAR 1996 PM 2:25

*3/6/96*  
*[Signature]*

**ARTICLES OF INCORPORATION**

**OF**

**FIRST ASSOCIATED MORTGAGE, INC.**

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

**ARTICLE I**

Name. The name of this corporation is:

FIRST ASSOCIATED MORTGAGE, INC.

**ARTICLE II**

Principal Office. The principal office and mailing address of this corporation is 7575 Dr. Phillips Blvd., #300, Orlando, Florida 32819.

**ARTICLE III**

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE V**

Term of Existence. This corporation shall have perpetual existence.

**ARTICLE VI**

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 7575 Dr. Phillips Blvd., #300, Orlando, Florida 32819, and the name of the initial registered agent of the corporation at that address is David J. Larsen.

#### **ARTICLE VII**

Number of Directors. This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

#### **ARTICLE VIII**

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
David J. Larsen	8799 Alegre Circle Orlando, Florida 32836
Irineu Thomaz, Jr.	8603 Forest Run Lane Orlando, Florida 32836

#### **ARTICLE IX**

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
David J. Larsen	7575 Dr. Phillips Blvd., #300 Orlando, Florida 32819

#### **ARTICLE X**

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

**ARTICLE XI**

Amendment to Articles. 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 shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

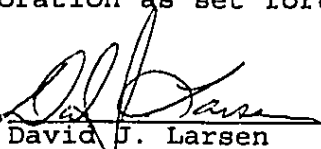
**ARTICLE XII**

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XIII**

Preemptive Rights. Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, 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.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 27th day of February, and I accept the duties and responsibilities of Registered Agent for the Corporation as set forth in the Florida Business Corporation Act.

  
David J. Larsen  
Incorporator and Registered Agent