

P960000031411

Thomas C. Johnson

105 Oak View Circle
Lake Mary, FL 32746

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

96 JUN -5 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DOC
410-96

ARTICLES OF INCORPORATION
OF
FORECLOSURE PROFESSIONALS, INCORPORATED

FILED
96 APR -5 PM 3:41
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is FORECLOSURE PROFESSIONALS, INCORPORATED (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is:
452 Osceola Street, Altamonte Springs, Florida, 32701
and the mailing address is the same.

ARTICLE 4 - OFFICERS

The officers of the Corporation shall be:

President: Thomas C. Johnson
Secretary: Thomas C. Johnson
Treasurer: Thomas C. Johnson

ARTICLE 5 - DIRECTOR(S)

The Director(s) of the Corporation shall be:
Thomas C. Johnson

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub- chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of

the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 13 - INCORPORATOR

The name and address of each incorporator is:

Thomas C. Johnson, 105 Oak View Circle, Lake Mary, Florida, 32746.

ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is 452 Osceola Street, Altamonte Springs, Florida, 32701. The name and address of the registered agent of this corporation is Thomas C. Johnson, 452 Osceola Street, Altamonte Springs, Florida, 32701.

IN TESTIMONY WHEREOF, I have hereunto set my hand.

DATE: MARCH 31, 1996



Thomas C. Johnson, Incorporator

DESIGNATION OF REGISTERED OFFICE OR REGISTERED AGENT
FOR A CORPORATION

FILED

US ACN -5 PM 3:41

STATE OF FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to designate its registered office and registered agent in the State of Florida.


1a. The name of the corporation is FORECLOSURE PROFESSIONALS INCORPORATED.

1b. The mailing address of the corporation is 452 Osceola Street, Altamonte Springs, Florida, 32701.

2. The name and address of the registered agent is Thomas C. Johnson, 452 Osceola Street, Altamonte Springs, Florida, 32701.


The street address of its registered office and the street address of the business office of its registered agent will be identical.

This designation was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


Thomas C. Johnson, President

MARCH 31, 1996
Date

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Thomas C. Johnson

MARCH 31, 1996
Date