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05/20/96 FLORIDA DIVISION OF CORPORATIONS
FAX AUDIT SYSTEM
((H96000007101))
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIQUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
((H96000007101)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SOUTHERNMORT MORTGAGE CORPORATION
FAX AUDIT NUMBER: H96000007101 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/20/1996 TIME REQUESTED: 14:31:49
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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TALLAHASSEE, FLORIDA

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96 MAY 20 PM 3:39
DIVISION OF CORPORATIONS

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**Articles of Incorporation
of
Southernmost Mortgage Corporation**

Article I. Name

The name of this Florida corporation is:
Southernmost Mortgage Corporation

Article II. Address

The mailing address of the Corporation is:
Southernmost Mortgage Corporation
7300 Camino Real West, Suite 107
Boca Raton FL 33433

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Jennifer Mae Hoberman
Jennifer Mae Hoberman, Esq.
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Jennifer Mae Hoberman FL Bar Member #57459
Jennifer Mae Hoberman, Esq.
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180
305-935-0360 • Fax 305-935-0411

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TALLAHASSEE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Eric E. E. Heaton

Article VI. Incorporator

The name and address of the incorporator is:

Jennifer Mae Hoberman
Jennifer Mae Hoberman, Esq.
3530 Mystic Points Drive, Suite 2211
Miami FL 33180

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 20, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on May 20, 1996



JENNIFER MAE HOBERMAN

H96000007101

Jennifer Mae Hoberman FL Bar Member 857459
Jennifer Mae Hoberman, Esq.
3530 Mystic Points Drive, Suite 2211
Miami FL 33180
305-835-0380 • Fax 305-835-0411

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Southernmost Mortgage Corporation

REGISTERED AGENT:
Jennifer Mae Hoberman
Jennifer Mae Hoberman, Esq.
3530 Mystic Pointe Drive, Suite 2211
Miami FL 33180

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JENNIFER MAE HOBERMAN

Date: 5/20/96

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TALLAHASSEE, FLORIDA

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Jennifer Mae Hoberman FL Bar Member 857459
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Miami FL 33180
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JENNIFER MAE HOBERMAN

ATTORNEY AT LAW
3530 MYSTIC POINTE DRIVE
SUITE 2211
MIAMI, FLORIDA 33180
TELEPHONE (305) 935-0360

August 31, 1997

SEP 4 11 17:50
TALLAHASSEE, FLORIDA

VIA U.S. MAIL
Department of State, State of Florida
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

400002204344--1
09/04/97-01016--005
*****35.00 *****35.00

Blueridge Mortgage Company ("Blueridge")

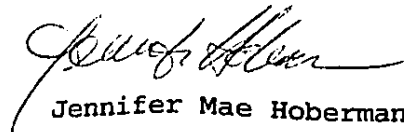
Dear Amendments Section Representative:

Please find enclosed Articles of Amendment for Southernmost Mortgage Corporation, together with the applicable fee of \$35.00.

Please file these Articles of record and forward a file stamped copy back to my office.

Please do not hesitate to call me if you have any questions.
Thank you for your attention to this matter.

Very truly yours,


Jennifer Mae Hoberman

Enclosures

NC
REG
9/11

ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Southernmost Mortgage Corporation (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is hereby changed to Blueridge Mortgage Company (hereinafter, the "Corporation").

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on August 20, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on this 20th day of August, 1997.

Blueridge Mortgage Company

By: 

Eric E. Bessem,
its President

97 SEP -1 10:17:50
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FALLS CHURCH, VIRGINIA