

May 9, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahasses, Florida 32314

Dear Division of Corporations,

Enclosed please find Articles of Incorporation for Florida Lending Corporation along with a check in the amount of \$122.50 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

Rebecca L Cochran

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SECRETARY OF STATE
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May 22, 1996

REBECCA L COCHRAN 1967 MONTANA AVENUE N.E. ST PETERSBURG, FL 33703

SUBJECT: FLORIDA LENDING CORPORATION

Ref. Number: W96000010894

We have received your document for FLORIDA LENDING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filled and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply a dding "of Florida" or "Fiorida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer Document Specialist

Letter Number: 096A00025443

#### REBECCA L COCHRAN

#### 1967 MONTANA AVENUE N.E. ST. PETERSBURG, FLORIDA 33703

May 28, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassoe, Florida 32314

Dear Division of Corporations,

Per your letter dated May 22, 1996, please find enclosed a revised Articles of Incorporation for Bay Lending Corporation. A check in the amount of \$122.50 for filing fee and designation of registered agent was previously submitted.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

You can reach me at (813) 832-3033 between 8:30 - 4:00 Monday thru Friday. Thank you.

Rebecca L Cochran

## Articles of Incorporation of Bay Lending Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

## ARTICLE I

The name of the Corporation is: Bay Lending Corporation.

## ARTICLE II Term of Existence

The date when corporate existence shall commence state be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

## ARTICLE III Nature of Business

The Corporation is organized to engage in the business of mortgage lending and in any and all other lawful business.

## ARTICLE IV Capitol Stock

The Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated common shares.

### ARTICLE V Initial Registered Office and Agent

The street addrer which initial registered office of the Corporation is 1967 Montana Avenue N.E., St. Petersburg, Florida 33703, and the name of the registered agent at such address is Mitchell H. Cochran. Principal location also.

#### ARTICLE VI Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided by the bylaws of the Corporation, provided that the Corporation shall always have at lease one director. The names and addresses of the initial directors of the Corporation who shall serve until their successors are duly elected and qualified are:

NAME.	ADDRESS
Mitchell H. Cochran	1987 Montana Avenue NE St. Petersburg, Florida 33703
Rebecca L Cochran	1967 Montana Avenue ME St. Petersburg, Florida 33703
George Cochran	8200 35th Avenue North St. Petersburg, Florida 33710

## ARTICLE VII

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	Address
Rebecca L Cochran	1967 Montana Avenue NE St. Petersburg, Florida 33703

## ARTICLE VIII Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

#### ARTICLE IX Indemnification

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The Corporation shall indemnify any director or officer or any some FAICY OF STATE TALLAMASSEE, FLORIDA director or officer to the full extent permitted by law.

#### ARTICLEX Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the articles of incorporation this \_28th day of \_\_\_\_\_\_, 1998. STATE OF FLURIDA COUNTY OF PINELLAS The foregoing articles of incorporation were acknowledged before me this 28th day of May , 1996, by Rebecca L Cochran, as incorporator. DAWN E HUDSON My Commission CC41647 Expires Oct. 26, 1996 Notary Public Bonded by HAI 900-422-1555 My Commission Expires:

#### ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 28th day of \_\_\_\_\_\_

BAY LENDING CORPORATION

# 000045976

July 17, 1996

Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314

RE:

Bay Lending Corporation Document No. P86000000

Dear Division of Corporations.

This letter is to notify you of a change of address for Bay Lending Corporation. The new Corporate address is:

Bay Lending Corporation 7500 4th Street North, Suite A St. Petersburg, Florida 33702

(813) 521-9400

Please change your records to reflect this new address. Thank you. Sincerely,

BAY LENDING CORPORATION

Rebecca L. Cochran Vice President

7500 4TH STREET NORTH, ST. PETERSBURG, FL 33702 PH. (813) 521-9400 FAX (813) 525-6411

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