

P96000046403



PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 972175 96202A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 31, 1996

ORDER TIME : 11:26 AM

ORDER NO. : 972175

CUSTOMER NO: 96202A

CUSTOMER: Ms. Donna Stanger
WILLIAM A. MAHER, CPA, P.A.

2038 Henley Place

Fort Myers, FL 33901

1000001848281
-05/31/96--01071--008
***122.50 ***122.50

DOMESTIC FILING

NAME: MORTGAGE EQUITY SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 MAY 31 PM 3:59
DIVISION OF STATE
FALLS CHIEF - 00000A

RECEIVED
96 MAY 31 PM 12:11
DIVISION OF CORPORATION

GB 5/31/96

ARTICLES OF INCORPORATION
OF
MORTGAGE EQUITY SERVICES, INC.

FILED
96 MAY 31 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator desiring to form a corporation (hereafter referred to as the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Florida Statutes 607 et. seq., and hereby certifies as follows:

ARTICLE I - NAME

The name of the Corporation is MORTGAGE EQUITY SERVICES, INC., and the mailing address for the Corporation is 8660 College Parkway, Suite 400, Fort Myers, Florida 33919.

ARTICLE II - DURATION

The period for which the Corporation shall continue is Perpetual.

ARTICLE III - PURPOSES

The Corporation is being formed for the general purpose of conducting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

The Corporation also retains the right to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time, including but not limited to the following:

(1) Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed and such as are not repugnant to laws.

(2) To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein. Personal property shall include live stock of every variety and description.

(3) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, any interest therein.

(4) To Act as Agent. To act in any state in which the Corporation is qualified to do business, as agent or representative for any individual, corporation or legal entity, respecting business which the Corporation is authorized to transact.

(5) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(6) To Deal in Patent Rights. To acquire, (by purchase, exchange, lease, hire or otherwise) hold, use, sell, lease, assign or grant licenses or sub-licenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, invention, improvements, processes, copyrights, trademarks and trade names.

(7) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise) all, or any part, of the good will, rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct; to pay for the same in cash or in stocks, bonds or other obligations of the Corporation or otherwise; to hold, utilize and in manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

(8) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.

(9) To Enter into Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of the Corporation.

(10) To Raise Funds. To borrow or raise monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills or exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the times owned or

thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation to its corporate purposes.

(11) To Deal In Its Own Securities. To acquire (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of Florida, EXCEPT that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the Corporation, and EXCEPT that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly.

(12) Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all the general rights, privileges and powers specified in the Act.

(13) General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental permitted by the State of Florida, or by the provisions of these Articles of Incorporation.

(14) Construction of Foregoing Sections. The foregoing sections shall be construed as purposes as well as powers and the matters expressed in each Section shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other section, each of such Sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such Sections shall not be construed as limiting or restricting in any manner either the meaning of general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The Corporation shall not, however, carry or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of One (\$1) Dollar par value common stock.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 8660 College Parkway, Suite 400, Fort Myers, Florida 33919.

FILED

96 MAY 31 PM 3:59

ARTICLE VI - INITIAL REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial registered agent of this Corporation is Dennis Hrzenak and his post office address is 8660 College Parkway, Suite 400, Fort Myers, Florida 33919.

I, Dennis Hrzenak, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Accepted: 

Dennis Hrzenak

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Section 1. Number of Directors. The Initial Board of Directors is composed of one (2) members. The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number, but shall never be less than one (1). Directors need not be stockholders.

Section 2. Names and Addresses of Initial Board of Directors. The name and post office address of the initial Board of Directors of the Corporation is:

Name

Address

Dennis Hrzenak

8660 College Parkway, Suite 400
Fort Myers, Florida 33919

Donna Shirleen Bailey

8660 College Parkway, Suite 400
Fort Myers, Florida 33919

ARTICLE VIII - INCORPORATOR

The name and post office address of the incorporator is:

Name

Address

Dennis Hrzenak

8660 College Parkway, Suite 400
Fort Myers, Florida 33907

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 30 day of MAY, 1996.

Attest:

Jacqueline H. Wotalewicz
JACQUELINE H. WOTALIEWICZ
Printed name of witness

Dennis Hrzenak

STATE OF FLORIDA

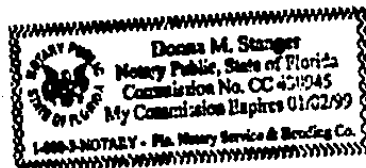
SS:

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30th day of May, 1996, by Dennis Hrzenak, who is personally known to me and who did not take an oath.

Donna M. Stanger
Donna M. Stanger, Notary Public

My Commission Expires:





**MORTGAGE LOAN
ASSOCIATES, INC.**

Licensed Correspondent Lender

8660 College Parkway • Suite 400 • Fort Myers, Florida 33919 • Office (941) 432-1500 • Fax (941) 432-9304

October 3, 1997

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

100002312801--3
-10/06/97--01122--003
*****35.00 *****35.00

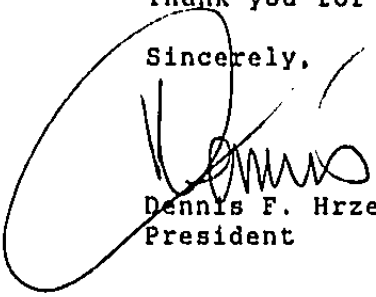
Re: Mortgage Equity Services, Inc.

Enclosed please find the first amendment to the Articles of Incorporation for the above captioned corporation, effecting a name change to Mortgage Loan Affiliates, Inc.

Please acknowledge receipt of same, and our check in the amount of \$35.00 for the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,


Dennis F. Hrzenak
President

FILED
97 OCT -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



See 10/9 *N/C Amend*
Voted "Best Mortgage Company" in S.W. Florida



ARTICLES OF AMENDMENT OF
MORTGAGE EQUITY SERVICES, INC.

ARTICLE 1 of the Articles of Incorporation of Mortgage
Equity Services, Inc. Shall be amended to read as follows:

ARTICLE 1 - Name

The name of the corporation shall be:

MORTGAGE LOAN AFFILIATES, INC.

All other paragraphs and articles of the ARTICLES OF
INCORPORATION shall remain unchanged.

The foregoing amendment was approved by the shareholders,
the number of votes cast for the amendment being sufficient for
approval.

The foregoing amendment was adopted on the 3rd Day of
October, 1997.

Signed this third day of October, 1997.

Signature Shieleen Bailey.

Name Shieleen Bailey.

Title President.

FILED
97 OCT -6 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 3, 1997

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

Re: Mortgage Equity Services, Inc.

Enclosed please find the first amendment to the Articles of Incorporation for the above captioned corporation, effecting a name change to Mortgage Loan Affiliates, Inc.

Please acknowledge receipt of same, and our check in the amount of \$35.00 for the filing fee.

Thank you for your prompt attention to this matter.

Sincerely,



Shirleen Bailey
President



**MORTGAGE LOAN
ASSOCIATES, INC.**

Licensed Correspondent Lender

8660 College Parkway • Suite 400 • Fort Myers, Florida 33919 • Office (941) 432-1500 • Fax (941) 432-9304

October 6, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
Attn: Darleen

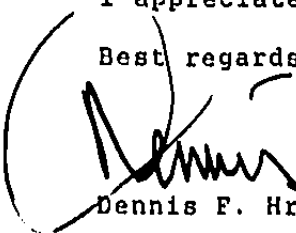
Re: Mortgage Equity Services, Inc. name change
to Mortgage Loan Affiliates, Inc.

Dear Darleen,

As we discussed on the telephone today, enclosed you will find new articles of amendment covering the above captioned subject. This is intended to replace a previously forwarded amendment together with the \$35.00 filing fee which was executed by the wrong officer.

I appreciate your cooperation and assistance in this matter.

Best regards,



Dennis F. Hrzenak



Voted "Best Mortgage Company" in S.W. Florida

