

07-09-1996

FOLEY & LARDNER JACKSONVILLE

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07/09/96

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FROM: FOLEY & LARDNER

DEPARTMENT OF STATE

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409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

FAX: (904) 922-4000

PHONE: (904) 359-2000

FAX: (904) 359-8700

(((H96000009456)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR

P.A.

NAME: MORTGAGE PRODUCTS, INC.

FAX AUDIT NUMBER: H96000009456

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/09/1996

TIME REQUESTED: 10:09:14

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
MORTGAGE PRODUCTS, INC.**

FILED
95 JUL -9 10 33 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Mortgage Products, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4500 Salisbury Road, Jacksonville, FL 32216.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kalso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

Fax Audit No. H96000009456

ARTICLE 4**CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura St., Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 6**DIRECTORS**

Section 6.1 **Number.** This corporation shall have four (4) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
David M. Hicks	4500 Salisbury Road Jacksonville, FL 32216
Robert M. Clements	4500 Salisbury Road Jacksonville, FL 32216
John S. Surface	4500 Salisbury Road Jacksonville, FL 32216
Carol Braddock	4500 Salisbury Road Jacksonville, FL 32216

ARTICLE 7**BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8**INCORPORATOR**

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation is:

NAME

Charles E. Commander, III

ADDRESS200 Laura Street
Jacksonville, FL 32202**ARTICLE 9****INDEMNIFICATION**

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10**AMENDMENT**

Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

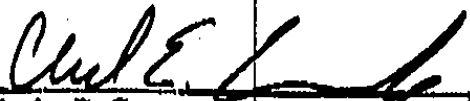
07-09-1996 10:22AM

FOLEY&LARDNER/JACKSONVILLE

9843598788 P.06

Fax Audit No. H96000009456

IN WITNESS WHEREOF, the Incorporator has executed these Articles on July 9th
1996.



Charles E. Commander, III, Incorporator

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07-03-1996 10:22AM

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9843598788 P.07

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

Charles V. Hedrick

Charles V. Hedrick, Authorized Signatory

Date: 7/9/96

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96 JUL -9 PM 5:31
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TALLAHASSEE, FLORIDA

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10/13/96

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((H96000014503 2))

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FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: MORTGAGE PRODUCTS, INC.

AUDIT NUMBER.....H96000014503

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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10/1/86

FOLEY & LARDNER

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**ARTICLES OF AMENDMENT
OF
MORTGAGE PRODUCTS, INC.
Charter No. PS6000057693
(Reflecting name change to
HOMEOWNER MARKETING, INC.)**

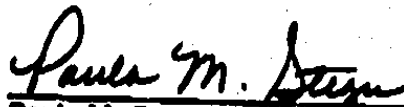
Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of Mortgage Products, Inc., a Florida corporation, filed in Tallahassee on July 9, 1996 be and they hereby are amended in the following particulars:


Article 1, Section 1.1 be and it hereby is amended to read as follows:

"The name of this corporation is Homeowner Marketing, Inc."

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 4th day of September, 1996. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 15th day of October, 1996.


Paula M. Steger, President


Carol Braddock, Secretary

FILED
96 OCT 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000