

*P9600060142*

July 15, 1996

Corporate Records  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: The Home Equity Group, Inc.

Dear Sir or Madam:

Enclosed are duplicate originals of the subject Articles of Incorporation. Upon Filing, please return one uncertified, stamped original of the Articles of Incorporation to the undersigned. A check in the amount of \$70.00 is enclosed as payment of filing fees.

Your prompt attention to this matter is appreciated.

Very Truly Yours,

*Michael N. Motto, Jr.*  
Michael N. Motto, Jr.

MNM/eam

Enclosures

FILED  
96 JUL 18 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ENCLOSURE  
-07/18/96--01016--030  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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CALL WHEN  
Ready  
385 5555

D. BROWN JUL 18 1996

**ARTICLES OF INCORPORATION**

**OF**

**THE HOME EQUITY GROUP, INC.**

**FILED**  
96 JUL 18 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I- NAME**

The name of this Corporation is The Home Equity Group, Inc.

**ARTICLE II- DURATION**

The duration of this Corporation is perpetual, unless dissolved according to law.

### **ARTICLE III - PURPOSE AND BUSINESS ADDRESS**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida. The principal place of business will be located at 111 S.S. Federal Highway, Stuart, Florida 34994.

### **ARTICLE IV - STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 7,500 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of

the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

#### **ARTICLE V - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### **ARTICLE VI- SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the

reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### **ARTICLE VII - QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 111 S. Federal Highway, Stuart, Florida 34994, and the name of

its initial registered agent at that address is Michael N. Motto, Jr. The principal address will also be 111 S. Federal Highway, Stuart, Florida 34994.

#### **ARTICLE IX - BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

#### **ARTICLE X - DIRECTORS NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly

elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Michael N. Motto, Jr.	1951 Mapp Road, Palm City, Florida 34990
John B. Pietrantuono	4283 Coco Plum Place, Stuart, Florida 34997
Charles A. Stubley	1518 S.E. Clearmont Street, Port St. Lucie, Florida 34983

#### **ARTICLE XI- INCORPORATOR**

The name and street address of the incorporator signing these  
Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Michael N. Motto, Jr.	1951 Mapp Road, Palm City, Florida 34990

**ARTICLE XII - COMMON DIRECTORS -**  
**TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship



or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

#### **ARTICLE XIII - BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

#### **ARTICLE XIV - SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for

creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

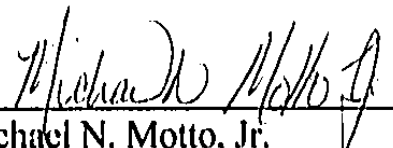
1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors,

Officers or otherwise.


4. These Articles of Incorporation shall be effective as of July 15<sup>th</sup>, 1996.

  
\_\_\_\_\_  
Michael N. Motto, Jr.  
Incorporator

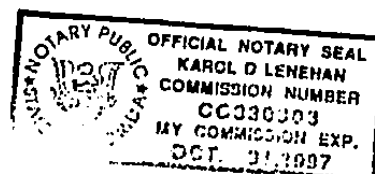
STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 12<sup>th</sup> day of July, 1996, by Michael N. Motto, Jr..

  
\_\_\_\_\_

Notary Public, State of Florida  
at Large.  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That The Home Equity Group, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 111 S.E. Federal Highway, Stuart, Florida 34994 has named Michael N. Motto, Jr., located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

**FILED**  
96 JUL 18 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-said corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

By: Michael N. Motto, Jr.  
Michael N. Motto, Jr.

# P96000060142



ACCOUNT NO. : 072100000032

REFERENCE : 355540 7128743

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 6, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 355540-005

CUSTOMER NO: 7128743

7000002108087--4  
-05/06/97--01108--023  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CUSTOMER: Mr. Michael N. Motto Jr.  
The Home Equity Group, Inc.  
Suite 134  
1111 Federal Highway  
Stuart, FL 34994

DOMESTIC AMENDMENT FILING

NAME: THE HOME EQUITY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 MAY -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5/6  
Name Change  
7  
RECEIVED  
97 MAY -6 AM 10:58  
DIVISION OF CORPORATION

AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
THE HOME EQUITY GROUP, INC.

FILED  
27 MAY -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on July 18, 1996, and assigned Charter Number P96000060142, are hereby amended pursuant to a written consent in lieu of meeting executed by the holder of all of the Corporation's Common Stock and all of the Corporation's Sole Director on May 5, 1997, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is GATEWAY AFFILIATED COMPANIES, INC.

III

There presently exists only one (1) shareholder of the issued and outstanding shares of the Corporation, the Corporation shall exchange the certificate of the said shareholder for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

IV

This Amendment to the Articles of Incorporation was adopted by the sole shareholder and director on May 5, 1997.

V

The undersigned, being the President and Secretary of THE HOME EQUITY GROUP, INC., hereby certifies that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on May 5, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on May 5, 1997.

By: Michael N. Motto, Jr.  
Michael N. Motto, Jr.,  
President and Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 5th day of May, 1997, by Michael N. Motto, Jr., President and Secretary, of THE HOME EQUITY GROUP, INC., on behalf of the Corporation, who is personally known to me.

Elizabeth A. Motto  
[Printed Name] Elizabeth A. Motto  
Notary Public, State of Florida

My Commission Expires:

(SEAL)



Elizabeth A. Motto  
My Commission CC804283  
Expires November 26, 2000




**WRITTEN CONSENT OF THE SOLE STOCKHOLDER  
AND DIRECTOR OF  
THE HOME EQUITY GROUP, INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the sole director and stockholder of THE HOME EQUITY GROUP, INC., in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of May 5, 1997, does hereby waive the necessity of a meeting and does hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to change its name to GATEWAY AFFILIATED COMPANIES, INC.; now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to GATEWAY AFFILIATED COMPANIES, INC., that the President/Secretary of the Corporation is hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President/Secretary of the Corporation is authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions.

  
\_\_\_\_\_  
Michael N. Motto, Jr., Sole Director  
and Stockholder