

Richard J. DaFonte
Attorney & Counselor at Law

LAW OFFICES OF
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1000 Belcher Road South, Suite 2
Largo, Florida 34641
(813) 536-8882
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*****70.00 *****70.00

July 25, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: First Mortgage of Tampa Bay, Inc.

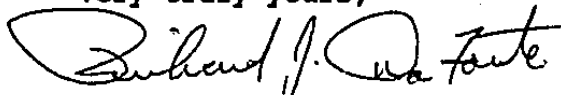
Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 70.00

Please file the original and return to me a copy of the same.
Thank you.

Very truly yours,


Richard J. DaFonte

RJD/gds

JUL 29 1996. B5B

FILED
96 JUL 29 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JUL 26 PM 4:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST MORTGAGE OF TAMPA BAY, INC.

ARTICLE I. NAME

The name of this corporation shall be First Mortgage of Tampa Bay, Inc. and the corporation's business address shall be 1915 N. Dale Mabry, Suite 208, Tampa, Florida 33607.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of acting as a mortgage broker and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this

corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is:

Grant Dixon
1915 N. Dale Mabry
Suite 208
Tampa, Florida 33607

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED AGENT

The address of this corporation's initial registered office shall be: 1000 Belcher Road South, Suite 2, Largo, Florida 34641.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Richard J. DaFonte, Esquire.

ARTICLE X. INCORPORATOR

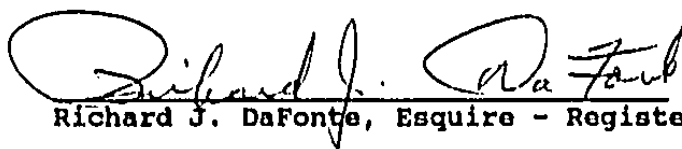
The name and address of the individual who shall serve as this corporation's incorporator is: Richard J. DaFonte, Esquire, 1000 Belcher Road, Suite 2, Largo, Florida 34641.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Richard J. DaFonte, Esquire -Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of First Mortgage of Tampa Bay, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for First Mortgage of Tampa Bay, Inc.

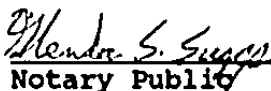


Richard J. DaFonte, Esquire - Registered Agent

FILED
JUL 26 PM 4:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State Of Florida
County Of Pinellas

On 7/24/96, Richard J. DaFonte, Esquire, *Florida*
DL# D153-750-57-463-0
designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of First Mortgage of Tampa Bay, Inc.


Notary Public



GLENDIA S. BUGAS
MY COMMISSION # 0030000 EXPIRES
August 20, 1997
COUNTY OF PINELLAS, FLORIDA

Commission Expiration Date:

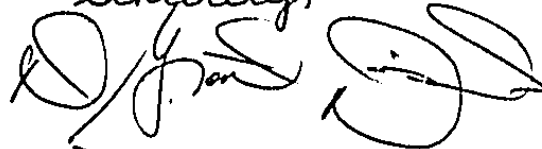
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FIRST MORTGAGE OF TAMPA BAY

1 P96000063342
May 29, 1994

To Whom It May Concern -

This is to inform you that
FIRST MORTGAGE OF TAMPA BAY, formerly
located at 1905 N. Dale Mabry Hwy.
Tampa, FL 33607 has moved to
14001 N. Dale Mabry Hwy. Tampa, FL 33618.
(813-908-6002).

Sincerely,

D. GRANT DICKSON
PRESIDENT

VS 6/10