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Richard H. May
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August 2, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

re: THE CALEB GROUP, INC.

500001818805
-08/06/96--01111--013
*****70.00 *****70.00

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above named corporation.

Also enclosed is my check in the amount of \$70.00 to cover the filing fee (\$35.00) and the Registered Agent fee of \$35.00.

Please receipt and return a copy of the Articles of Incorporation in the self-addressed stamped envelope provided for that purpose.

Thank you for your assistance in this matter.

Sincerely,


Richard H. May

RHM/sec
encls

FILED
96 AUG -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5844

ARTICLES OF INCORPORATION
OF
THE CALEB GROUP, INC.

FILED
AUG-5 1987
JACKSONVILLE, FLORIDA

ARTICLE I
NAME

The name of this corporation is THE CALEB GROUP, INC. The principal place of business of the corporation and its mailing address is 445 State Road 13 North, Suite 233, Jacksonville, Florida 32259..

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting business pertaining or relating to mortgage funding, insurance, marketing, or sale, including financial service products

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of the par value of \$1.00 per share common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation and the initial registered office at which said Registered Agent is located are as follows:

J. Bert Watson
4110 Southpoint Blvd., Suite 127
Jacksonville, Florida 32216

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

J. Bert Watson 4110 Southpoint Blvd, Suite 127, Jacksonville, FL 32216

C. Wayne Gregory 878 Carter Grove Rd., Toney, AL

James T. Godwin 1667 Seacoats Dr., Atlantic Beach, FL 32233

**ARTICLE VII
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles is:

J. Bert Watson



J. Bert Watson

STATE OF FLORIDA
COUNTY OF CLAY

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared J. Bert Watson, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this August 2, 1996.

Richard H. May
Notary Public, State of
Florida at Large
My Commission Expires: _____



Richard H. May
COMMISSION # CC818761 EXPIRES
January 18, 2000
BONDED TRUST TRUST FARM INSURANCE, INC.

**Certificate Designating (or changing) Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May Be Served**

Pursuant to § 607.0501(3) and § 48.091, Florida Statutes (1991), the undersigned accepts the appointment of Registered Agent described in Article V above. The registered agent is familiar with, and accepts, the obligations of that position.

J. Bert Watson
J. Bert Watson

FILED
SEP 18 1996
CLERK OF COURT
JACKSONVILLE, FLORIDA