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8/13/96 10:40 AM  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: CORPORATE CREATIONS INTERNATIONAL INC  
401 OCEAN DR  
SUITE 312  
MIAMI BEACH FL 33139-0000  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305) 672-0686  
FAX: (305) 672-9110  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: COUNTRYWIDE FINANCIAL, INC.  
FAX AUDIT NUMBER: H96000011227  
DATE REQUESTED: 08/13/1996  
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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA

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8/13

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DIVISION OF CORPORATIONS

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**Articles of Incorporation  
of  
Countrywide Financial, Inc.**

**Article I. Name**

The name of this Florida corporation is:  
Countrywide Financial, Inc.

**Article II. Address**

The mailing address of the Corporation is:  
Countrywide Financial, Inc.  
6100 Hollywood Boulevard, Suite 211  
Hollywood FL 33024

**Article III. Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

**Article IV. Registered Agent**

The name and address of the registered agent of the Corporation is:

Bruce R. Jacobs  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
N. Miami Beach FL 33162

**Article V. Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Bruce R. Jacobs FL Bar Member 873251  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162  
305-919-9222 • Fax 305-919-9880

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Andy Fiske  
Alan Fiske  
Stephen Fiske

Article VI. Incorporator

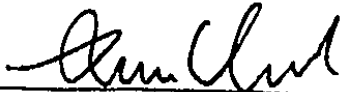
The name and address of the incorporator is:

Bruce R. Jacobs  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective August 13, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on August 13, 1996



\_\_\_\_\_  
BRUCE R. JACOBS  
by Luis A. Uriarte as attorney-in-fact

H98000011227

Bruce R. Jacobs FL Bar Member 873251  
Wedderburn & Jacobs, P.A.  
16300 N.E. 19th Ave  
Suite 208  
N. Miami Beach FL 33162  
305-919-9222 • Fax 305-919-9880

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:**  
**Countrywide Financial, Inc.**

**REGISTERED AGENT:**  
**Bruce R. Jacobs**  
**Wedderburn & Jacobs, P.A.**  
**16300 N.E. 19th Ave**  
**N. Miami Beach FL 33162**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**BRUCE R. JACOBS**  
by Luis A. Uriarte as attorney-in-fact

Date: 8/13/96

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TALLAHASSEE, FLORIDA

**Bruce R. Jacobs FL Bar Member 870251**  
**Wedderburn & Jacobs, P.A.**  
**16300 N.E. 19th Ave**  
**Suite 208**  
**N. Miami Beach FL 33162**  
**305-919-9222 • Fax 305-919-9880**

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**Wedderburn & Jacobs, P.A.**

*Attorneys at Law*

Suite 244  
16900 Northeast 10th Avenue  
North Miami Beach, Florida 33162

Norman E. Wedderburn  
Bruce R. Jacobs  
Jana G. Taylor

Date: (305) 910-0222  
Broward: (954) 484-9100  
Fax: (305) 910-0880

April 9, 1997

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

000002142510--3  
-04/14/97--01150--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To whom it may concern:

Enclosed please find the following:

- 1) The Articles of Amendment to Articles of Incorporation for Countrywide Financial, Inc.; and
- 2) Filing fee in the amount of \$35.00.

Should you require any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Sincerely yours,

*Jana Gold Taylor*  
Jana Gold Taylor

cityfirst/general/country.amd

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DIVISION OF CORPORATIONS  
97 APR 14 AM 11:36

TELE APR 17 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 11:36

COUNTRYWIDE FINANCIAL, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME OF CORPORATION ✓

COUNTRYWIDE, INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 2/21/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 21 of February, 19 97

Signature

Andrew Fiske, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Andrew Fiske  
Typed or printed name

President  
Title

P96000067236

**Wedderburn & Jacobs, P.A.**

*Attorneys at Law*

Suite 244

10300 Northeast 19th Avenue  
North Miami Beach, Florida 33162

Norman E. Wedderburn  
Bruce R. Jacobs  
Jana G. Taylor

Date: (305) 919-9222  
Broward: (954) 484-3100  
Fax: (305) 919-9880

April 9, 1997

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Sincerely yours,

*Jana Gold Taylor*  
Jana Gold Taylor

cityfirst/general/country.amd

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"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 21 of February, 19 97

Signature

Andrew F. Joyce, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Andrew F. Joyce  
Typed or printed name

President  
Title