

OST P96000068525

96 AUG 16 PM 1:46
SECRET
FALL AHEAD, FLORIDA

AMIRILAWYER®
(Requestor's Name)
343 ALMIRIA AVENUE
(Address)
CORAL GABLES, FL 33134 - (305) 445-2700
(City, State, Zip) (Phone #)

OFFICE USE ONLY

900001924819
-08/16/96--01051--005
****840.00 ****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FIDELITY MORTGAGE ASSOCIATES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 AUG 16 AM 11:32
DIVISION OF CORPORATION

Examiner's Initials **JS**

ARTICLES OF INCORPORATION
OF
FIDELITY MORTGAGE ASSOCIATES, INC.

FILED
96 AUG 16 PM 1:46
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **FIDELITY MORTGAGE ASSOCIATES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5547 Military Trail, Suite 2407, Boca Raton, Florida 33496 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Douglas J. Irvine
Vice-President:	John P. Grippa
Secretary:	Douglas J. Irvine
Treasurer:	Douglas J. Irvine

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Douglas J. Irvino
John P. Grippa

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

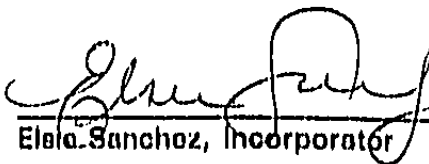
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this AUG 18 1998.


Elena Sanchez, Incorporator

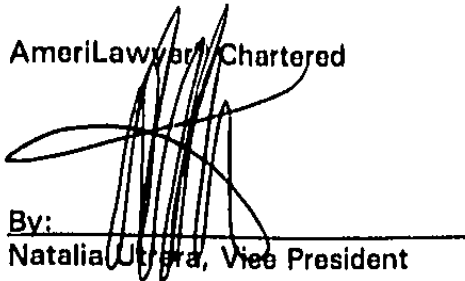
FILED
AUG 18 1998
CLERK OF COURT
CORAL GABLES, FL

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

AmeriLawyer® Chartered

By:


Natalia Utrera, Vice President



AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P96 0000 68525

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

100001986021--1
-10/25/96--01053--002
*****35.00 *****35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Fidelity Mortgage Associates Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2:00

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
<input checked="" type="checkbox"/> Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

N. HENDRICKS OCT 25 1996

Examiner's Initials

FILED
96 OCT 25 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 OCT 25 AM 11:35
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIDELITY MORTGAGE ASSOCIATES, INC.

FILED
96 OCT 25 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Douglas J. Irvine
Vice-President:	John P. Grippa
Secretary:	Douglas J. Irvine
Treasurer:	Douglas J. Irvine

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 5 shall be amended to state:

President:	Carol Theresa Lee
Vice-President:	John P. Grippa
Secretary:	Carol Theresa Lee
Treasurer:	Carol Theresa Lee

whose addresses shall be the same as the principal address of the Corporation.

THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Douglas Irvine
John P. Grippa



FOURTH: Article 6 shall be changed to state Director(s) as:

Carol Theresa Lee
John P. Grippa

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 29 August 1996.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 29 August 1996.



Carol Theresa Lee, Chairman of the Board of Directors

• ARTAMEND.PRES



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P96000068525



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 253874 4302312

AUTHORIZATION : Patricia Pizato

COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1997

ORDER TIME : 9:0 AM

ORDER NO. : 253874-005

CUSTOMER NO: 4302312

100002082821---6

CUSTOMER: Ms. Penelope Drakatos
Stroock & Stroock & Lavan
180 Maden Lane

New York, NY 10005

ARTICLES OF MERGER

FIDELITY MORTGAGE ASSOCIATES,
INC.

INTO

DF ACQUISITION CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 FEB 10 AM 10:45

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Sp

merger Sp

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

FIDELITY MORTGAGE ASSOCIATES, INC., #P98000068525

INTO

DF ACQUISITION CORP., a Delaware corporation not qualified in Florida.

File date: February 10, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

CSC

TALLAHASSEE, FL

SUBJECT: FIDELITY MORTGAGE ASSOCIATES, INC.
Ref. Number: P96000068525

We have received your document for FIDELITY MORTGAGE ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please complete the date of adoption.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 497A00007013



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1997

CSC

TALLAHASSEE, FL

SUBJECT: FIDELITY MORTGAGE ASSOCIATES, INC.
Ref. Number: P96000088525

RESUBMIT
Please give original
submission date as file date.

We have received your document for FIDELITY MORTGAGE ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please accept our apology for failing to mention this in our previous letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 897A00007208

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 10 AM 10:45

**ARTICLES OF MERGER
OF
FIDELITY MORTGAGE ASSOCIATES, INC.
INTO
DE ACQUISITION CORP.**

Pursuant to Florida Statute 607.1105, the undersigned Corporations adopt the following Articles of Merger for the purpose of merging them into one of such Corporations.

The following plan of merger was approved by the Shareholders and/or Board of Directors of the undersigned Corporations as follows:

Fidelity Mortgage Associates, Inc., a Florida corporation ("Company"), shall be merged with and into DE Acquisition Corp. ("DAC"), a Delaware corporation, and the separate existence of Fidelity shall thereupon cease. DAC shall be the surviving Corporation in the merger and shall continue to be governed under the laws of the State of Delaware and the name of the surviving Corporation shall be changed to "Fidelity Mortgage (Florida), Inc.". Without limiting the generality of the foregoing, and subject thereto, at the effective time of the merger (a) the surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as of a private nature, of the Company and DAC, (b) all obligations belonging to or due each of the Company and DAC shall be vested in, and shall become the obligations of, the surviving Corporation without further act or deed, (c) title to any real estate or any interest invested in the Company or DAC shall not revert or in any way be impaired by reason of the merger, (d) all rights of creditors and all liens upon any property of the Company or DAC shall be preserved unimpaired, and (e) the surviving Corporation shall be liable for all of the obligations of the Company and DAC as may be prosecuted to the judgment with right of appeal, as if the merger had not taken place.

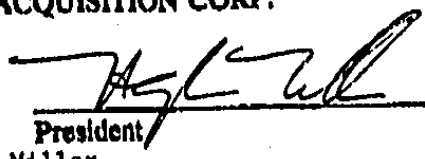
The merger shall become effective on the date which the Articles of Merger are filed with the Department of State pursuant to Fla. stat. Section 607.1105(b).

plan of merger was adopted by the Shareholders and Board of Directors on 2.3.97,
1997.

FIDELITY MORTGAGE ASSOCIATES, INC.

By: 
Its: President
Douglas Irvine

DF ACQUISITION CORP.

By: 
Its: President
Hugh Miller

subordinates, to beneficially own, or receive any payments in respect of, any capital stock of the Company or the Surviving Corporation.

Section 4.2. Surrender of Company Common Stock. As promptly as practicable after the Effective Date, each Stockholder shall surrender the certificates which represented their interest in the Company prior to the Effective Date, and shall be entitled upon such surrender to receive in exchange therefor legended certificates representing the number of shares of Delta Common Stock into which the Company Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted as set forth in Section 4.1 hereof. Until so surrendered and exchanged, such certificate theretofore representing outstanding Company Common Stock shall be deemed for all purposes (corporate or otherwise) to represent solely the right to receive Delta Common Stock as herein provided and shall not be considered to represent shares of capital stock of Delta or the Surviving Corporation.

Section 4.3. No Modification of Delta Securities. Each share of Delta Common Stock issued and outstanding at the Effective Time shall remain issued and outstanding thereupon and shall not be converted or the terms thereof modified in the Merger.

Section 4.4. Closing. The closing (the "Closing") of the transactions contemplated by this Agreement shall take place at the offices of Stroock & Stroock & Lavan, 180 Malden Lane, New York, New York 10038, on February __, 1997, or at such other time and place as Delta, DAC, the Stockholders and the Company shall mutually agree (the date on which the Closing occurs being the "Closing Date").

ARTICLE V.

REPRESENTATIONS AND WARRANTIES OF THE COMPANY AND THE STOCKHOLDERS

The Company and each of the Stockholders severally represents and warrants to Delta that the statements contained in this Article V are correct and complete as of the date of this Agreement and will be correct and complete as of the Closing Date. The Disclosure Schedule will be arranged in paragraphs corresponding to the lettered and numbered paragraphs contained in this Article V.

Section 5.1. Organization, Qualification and Corporate Power. The Company is a corporation duly organized, validly existing, and in good standing under the laws of the jurisdiction of its incorporation. The Company is duly authorized to conduct business and is in good standing under the laws of each jurisdiction in which the character of the property owned or leased by it and the nature of the business conducted by it require such qualification, except where the failure to be so qualified would not have a Company Material Adverse Effect. The