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LAW OFFICES OF
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August 19, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700001928997
-013/21795--01097--004
****131.50 ****131.50

Re: Articles of Incorporation on Home Equity Investment, Inc.

Dear Sir:

With reference to the above captioned, enclosed please find the original and one copy of the Articles of Incorporation. Please file same. I have also enclosed this firm's check payable to the Secretary of State in the amount of \$131.25 to cover the filing fee, resident agent fee, certified copy fee and a Certificate of Good Standing.

Please forward the documents to the undersigned attorney at the Ocala address. Thank you.

Respectfully yours,


JACK R. MARO, ESQUIRE

JRM/gf

Enclosures

cc: file

8/23/96
TB

CERTIFICATE OF INCORPORATION

OF
HOME EQUITY INVESTMENT, INC.

, the undersigned subscriber(s) of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is HOME EQUITY INVESTMENT, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

- (a) To engage in every aspect and phase of the business of
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every, class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

of the United States of America. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never be less than one.

The names and Post Office addresses of the members of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BILLY W. JOHNSON	2311 NW 10th Street Ocala, FL 34475

ARTICLE VIII

SUBSCRIBERS

The names and post office addresses of each subscriber of this corporation and the number of shares of stock of this corporation which each agrees to hold, and the price paid therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>PRICE</u>
BILLY W. JOHNSON	2311 NW 10th Street Ocala, FL 34475	100	\$5.00 each

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by one of the stock entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

(f) To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes.

ARTICLE IV INITIAL CAPITAL AND TERM OF EXISTENCE

The amount of capital with which this corporation shall begin business is at least \$ 500.00 . The proceeds of stock will be for at least as much as the amount necessary to begin business. After business has begun, the corporation shall have perpetual existence.

ARTICLE V ADDRESS

The principal office of the corporation is to be located in the City of Ocala , County of Marion , State of Florida, at the street address, which shall be the initial registered office of the corporation at: 2311 NW 10th Street, Ocala, FL 34475

ARTICLE VI DIRECTORS

This corporation shall have no less than one (1) Director initially and at least one of the Directors shall be a citizen

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Marion County, State of Florida, for the uses and purposes aforesaid, this 8th day of August, 1996

Billy W. Johnson (SEAL)
BILLY W. JOHNSON

STATE OF FLORIDA)

) SS

COUNTY OF MARION)

I HEREBY CERTIFY that on this 8th day of August, 1996, personally appeared before me, the undersigned, a Notary Public for the State of Florida, BILLY W. JOHNSON party to the foregoing Certificate of Incorporation, and who severally and individually acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate of Incorporation as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and official seal, the day and year last above written, at said County and State.

Glenn Fisher
Notary Public - State of Florida



Glenn Fisher
MY COMMISSION # 00408444 EXPIRES
October 5, 1999
BONDED THROUGH TROY PAID INSURANCE, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST-- That HOME EQUITY INVESTMENT, INC.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation,
at City of Ocala, County of Marion, State
of Florida, has named BILLY W. JOHNSON
located at 2311 NW 10th Street, Ocala, FL 34475
(Street address and number of building; Post Office)
(Box address not acceptable)
City of Ocala, County of Marion, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above-
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By

Billy W. Johnson
BILLY W. JOHNSON

(Resident Agent)