

ARTICLES OF INCORPORATION
OF

ALL FLORIDA MORTGAGE & LEASING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is ALL FLORIDA MORTGAGE & LEASING, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 234 5th Avenue, Indialantic Florida 32903.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 with a par value of \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1221 E. New Haven Avenue, Melbourne, FL 32901. The initial registered agent for the Corporation at that address is Michael M. M. Wallis.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The names and address of the persons who will serve on the initial board of directors are:

Name
Address

Edward I. Scott
234 5th Avenue
Indialantic, FL 32903

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name
Address

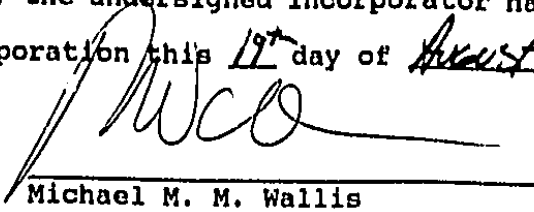
MICHAEL M. M. WALLIS
1221 East New Haven Avenue
Melbourne, Florida 32901

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ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

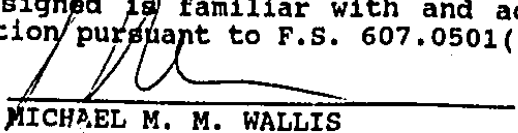
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1996



Michael M. M. Wallis

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALL FLORIDA MORTGAGE & LEASING, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



MICHAEL M. M. WALLIS

Date: August 19, 1996