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Corporate, Securities and Franchise Law

August 26, 1996

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STATE
TALLAHASSEE, FLORIDA

95 AUG 28 PM 4:28

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VIA CERTIFIED MAIL
RETURN RECEIPT NO: P 604 752 629

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

ENCLOSURE 1 1996 1 13
-08/29/96--01002--0103
*****70.00 *****70.00

Re: Dltto Copier Company

Ladies and Gentlemen:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation. Also enclosed is our firm's check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date-stamp the enclosed duplicate copy and return it to us in the enclosed stamped, self-addressed envelope.

If you should have any questions regarding the enclosed, please contact the undersigned.

Very truly yours,

SUZAN A. ABRAMSON, P.A.

By: 

Suzan A. Abramson

SAA/lms
Enclosures

cc: Mr. Gary Smallwood

saa/MiscCorp/articles letter.doc

AUG 29 1996

**ARTICLES OF INCORPORATION
OF
DITTO COPIER COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:
Ditto Copier Company

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 101 Southhill Lane, Suite 400, Maitland, Florida 32751.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation 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.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 101 Southhall Lane, Suite 400, Maitland, Florida 32751, and the name of the initial registered agent of this Corporation at that address is Gary Smallwood.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be three.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Gary Smallwood	1608 Riveredge Road Oviedo, FL 32766
Van Sea	956 A Lake Destiny Altamonte Springs, FL 32750
Gentry Akens	101 Southhall Lane Suite 400 Maitland, FL 32751

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Gary Smallwood

1608 Riveredge Road
Oviedo, FL 32766

The incorporator of this Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.


ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of August, 1996.



Gary Smallwood

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Ditto Copier Company.



Gary Smallwood

Date: 8-26-96

FILED
96 AUG 28 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 9 0000072223

ABRAMSON

Corporate, Securities and Franchise Law

March 4, 1997

VIA CERTIFIED MAIL
RETURN RECEIPT NO: P 147 407 742

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

Re: Articles of Amendment to the Articles of Incorporation of Ditto Copier
Company

Ladies and Gentlemen:

300002106633--4
-03/06/97--01114--006
*****35.00 *****35.00

Enclosed for filing is a manually signed Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a duplicate copy of the same to be date-stamped and returned to us. A stamped, self-addressed envelope has been provided for your convenience.

In addition, enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

SUZAN A. ABRAMSON, P.A.

By:

Suzan A. Abramson

SAA/lms
Enclosures

cc: Gary Smallwood

MiscCorp/ArticlesAmend ltr

97 MAR -6 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NC 3/10

126 East Jefferson Street • Suite 200 • Orlando, Florida 32801
Phone (407)422-0300 • Fax: (407)425-0032

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
DITTO COPIER COMPANY**

Ditto Copier Company, a Florida corporation, hereby amends its Articles of Incorporation as follows:

1. Article 1 of the Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE 1 - Name

The name of this Corporation shall be:

Mortgage Assistance Centers, Inc."

2. The foregoing Amendment was adopted on February 27th, 1997, by unanimous written consent of the corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes and was unanimously approved by the shareholders of the corporation on February 27th, 1997 by written consent pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

3. Except as modified hereby, the Articles of Incorporation of the corporation shall remain in full force and effect.

Dated this 27th day of February, 1997.

DITTO COPIER COMPANY

By: _____

Gary M. Smallwood, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR -6 AM 11:14

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