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725 Ranch Road  
Tarpon Springs FL 34689

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-09/24/96--07014--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

September 20, 1996

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee FL 32314

Attention: New Corporations

FILED  
95 SEP 23 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Premier Mortgage Bankers, Inc.

Enclosed for filing please find the original and one copy of the Articles of Incorporation of Premier Mortgage Bankers, Inc., along with a check in the amount of \$78.75 (\$35.00 for filing fees, \$35.00 for Registered Agent designation and \$8.75 for Certificate of Status.

Also enclosed you will find a letter from Department of Banking and Finance, authorizing the use of the term "bankers" in this corporate name.

Please contact me or my assistant, Jan Fleming, at the address below if anything further is required.

Thank you.

Sincerely,

*Janice L. Fleming*  
for Douglas W. Carnes

725 Ranch Road  
Tarpon Springs FL 34689  
(813) 938-6556 or (813) 538-3800 (Ask for Jan Fleming)



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

September 16, 1996

Ms. Janice K. Flomling  
Assistant to Douglas W. Carnos  
726 Ranch Road  
Tarpon Springs, FL 34689

Dear Ms. Flomling:

Re: "Premier Mortgage Bankers, Inc."

On August 12, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning August 23, 1996, for 21 days until September 13, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

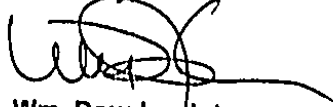
(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

September 16, 1996  
Page Two

used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution or trust company. Therefore, the Department is able to grant your request for approval of the corporate name "Premier Mortgage Bankers, Inc.".

Sincerely,



Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building-Suite 636  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

ARTICLES OF INCORPORATION  
OF  
PREMIER MORTGAGE BANKERS, INC.

FILED  
56 SEP 23 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Premier Mortgage Bankers, Inc., and the principal address is 725 Ranch Road, Tarpon Springs, Florida 34689.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 725 Ranch Road, in the City of Tarpon Springs, County of Pinellas, Florida 34689. The name of its registered agent at such address is Douglas W. Carnes.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is One Hundred Thousand (100,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

NAME

MAILING ADDRESS

DOUGLAS W. CARNES

725 Ranch Road  
Tarpon Springs FL 34689

Bradley P. Carnes

2146 Tarpon Landings  
Tarpon Springs FL 34689

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Douglas W. Carnes, whose mailing address is 725 Ranch Road, Tarpo Springs FL 34689.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 20th day of September, 1996.

By: Douglas W. Carnes  
Douglas W. Carnes  
Incorporator

**Acknowledgment of Registered Agent:**

I HEREBY ACCEPT the designation as Registered Agent of  
PREMIER MORTGAGE BANKERS, INC.

By: Douglas W. Carnes  
Douglas W. Carnes  
As Registered Agent

96 SEP 23 PM 2:32  
SECRETARY OF STATE  
ALLAHASSEE FLORIDA

FILED