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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H96000013916 7)))

TO: DIVISION OF CORPORATIONS

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FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: IMC CREDIT CARD, INC.

AUDIT NUMBER.....H96000013916

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT -3 PM 4:54

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10/4/96

Fax Audit No. H96000013916 7

**ARTICLES OF INCORPORATION  
OF  
IMC CREDIT CARD, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1 **Name.** The name of the corporation is IMC Credit Card, Inc.

Section 1.2 **Address of Principal Office.** The address of the principal office of the corporation is 3450 Buschwood Park Drive, Suite 250, Tampa, FL 33618.

**ARTICLE 2**

**DURATION**

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE 3**

**PURPOSES**

Section 3.1 **Purposes.** This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4****CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

**ARTICLE 5****INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is One Independent Drive, Suite 3104, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is Mitchell W. Legler.

**ARTICLE 6****DIRECTORS**

Section 6.1 **Number.** This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

**NAME****ADDRESS**

George Nicholas

3450 Buschwood Park Drive, Suite 250  
Tampa, FL 33618**ARTICLE 7****BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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**ARTICLE 8****INCORPORATOR**

Section 8.1 **Name and Address**. The name and street address of the incorporator of this corporation is:

**NAME****ADDRESS**

Mitchell W. Legler

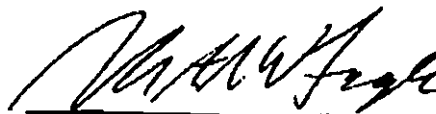
One Independent Drive, Suite 3104  
Jacksonville, FL 32202**ARTICLE 9****INDEMNIFICATION**

Section 9.1 **Indemnification**. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE 10****AMENDMENT**

Section 10.1 **Amendment**. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on October 3<sup>rd</sup>, 1996.



Mitchell W. Legler, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

  
\_\_\_\_\_  
Mitchell W. Legler, Registered Agent

Date: 10/3/96

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TALLAHASSEE, FLORIDA

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96 OCT 30 PM 4:07  
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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100001990721--  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CORPORATION(S) NAME**

*IMC Credit Card, Inc.*

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit             |   |  |
| <input type="checkbox"/> Limited Liability Co. |   |  |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of R.A. |
|  |   | <input type="checkbox"/> Fic. Name                 |
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| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30                |
| <input checked="" type="checkbox"/> Walk In    |   | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out              |   |  |

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10/30/96

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N. HENDRICKS OCT 30 1996

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
Florida submits the following statement in order to change its registered office  
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: \_\_\_\_\_

IMC CREDIT CARD, INC.

1b. Date of incorporation October 3, 1996 Document number P96000082105

2. The name and address of the current registered agent and office:

Mitchell W. Legler

One Independent Drive, Suite 3104, Jacksonville, Florida 32202

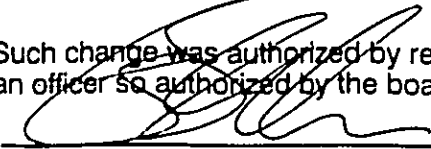
3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

  
OCTOBER 28, 1996

DATE

LAURIE S. WOCKENFUSS, V.P. & SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

BARBARA A. BURKE  
SPECIAL ASSISTANT SECRETARY

C T CORPORATION SYSTEM  
SIGNATURE BY: Barbara A. Burke  
(Registered Agent)

DATE 10-29-96

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)



IMC MORTGAGE  
COMPANY  
SM

3450 Buschwood Park Drive  
Suite 250  
Tampa, Florida 33618

phone 813-932-2211  
800-776-2211  
fax 813-932-3390

**PA6000082105**  
June 4, 1997

TO THE STATE LISTED ON ANNEX A ATTACHED HERETO

RE: **IMC CREDIT CARD, INC.**  
**CHANGE OF ADDRESS**


In connection with our domestic/foreign corporation registration, please be advised that IMC Credit Card, Inc. will be relocating on *Monday, July 7th, 1997*. The new address and phone numbers will be as follows:

**5901 East Fowler Avenue**  
**Tampa, Hillsborough County, Florida 33617-2362**  
**Watts Phone #(800)776-2211 (no change)**  
**Main Phone #(813)984-9901**  
**Fax Phone #(813)984-8701**

PLEASE NOTE: IMC Credit Card, Inc. is moving only eight (8) miles from our current location and will remain in the same municipality.

Should you have any questions or need additional information, please contact me at (800)776-2211, extension #2629. Thank you.

Sincerely,

  
Jennifer L. Ellis  
Licensing Coordinator

/jle  
Enclosures

**TRANSMITTED VIA U.S. POSTAL SERVICE**

*KS 6/9*

The IMC Family of Companies: •Industry Mortgage Company, L.P. •IMC Corporation of America •IMCC Financial •Equitystars •American Mortgage Reduction, Inc. •CoreWest Banc •Equity Mortgage Co. (IMC), Inc. •IMC Mortgage Company, Canada LTD. •Mortgage America (IMC), Inc. •National Lending Group, Inc.