

P96000097175

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 E Gaines Street  
Tallahassee, Florida 32399

**SUBJECT: INTEGRATED MORTGAGE SYSTEM, INCORPORATED.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 122.50

FROM:

Marlin R. Lee, Jr.  
4834 N.W. 14th Drive  
Coconut Creek, Florida 33063  
(305) 979-5788

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-2-96  
KR

**ARTICLE OF INCORPORATION  
OF  
INTEGRATED MORTGAGE SYSTEMS**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **Integrated Mortgage Systems Incorporated.**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is 101 North State Road 7, Suite 111, Margate, Florida, 33063-4554.

**ARTICLE III - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of engaging in an activities or business permitted under the laws of the State of Florida and the United States.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of this corporation are:

Marlin R. Lee, Jr.  
101 N. State Rd. 7  
Suite 111  
Margate, Florida 33063-4554

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Marlin R. Lee, Jr. Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554
Timothy P. Woodrum Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554
Sheri L. Garner Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554

## **ARTICLE VIII - INCORPORATORS**

The names and addresses of the persons signing these Articles on Incorporation are:

Marlin R. Lee, Jr. Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554
Timothy P. Woodrum Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554
Sheri L. Garner Director	101 N. State Rd. 7 Suite 111 Margate, Florida 33063-4554

## **ARTICLES IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLES X - POWERS**

This corporation shall have all of the powers enumerated on the Florida General Corporations Act.

## **ARTICLES XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of May, 1996.

  
Marlin R. Lee, Jr.


  
Timothy B. Woodrum

  
Sheri L. Garner

STATE OF FLORIDA     )  
                                  )   SS  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, this day, personally appeared Marlin R. Lee, Jr. and Timothy P. Woodrum and Sheri Garner, to me known and known to me to be the persons described herein and who executed the forgoing Articles of Incorporation for the purposes therein expressed.

SWORN TO and SUBSCRIBED before me this 3 day of  
May, 1996.

  
Notary Public, State of Florida at Large  
My Commission Expires:

MARGARET GERARDI  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES SEPTEMBER 5, 1999  
NO. 189669

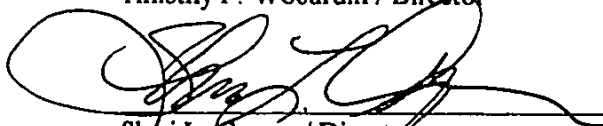
## STANDARD SHAREHOLDERS AGREEMENT

All shareholders & directors agree that all gross receipts of Integrated Mortgage Systems Incorporated will be distributed equally among Marlin R. Lee, Jr., Timothy P. Woodrum and Sheri L. Garner the shareholders and directors of Integrated Mortgage Systems Inc.

IN WITNESS WHEREOF, the undersigned subscribers have executed this agreement this 3 day of May, 1996.

  
\_\_\_\_\_  
Marlin R. Lee, JR. / Director

  
\_\_\_\_\_  
Timothy P. Woodrum / Director

  
\_\_\_\_\_  
Sheri L. Garner / Director



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

***PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.***

1. The name of the corporation is:

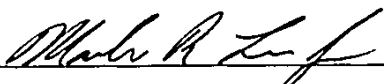
**INTEGRATED MORTGAGE SYSTEMS, INCORPORATED.**

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

Marlin R. Lee, Jr.  
Suite 111  
101 North State Road 7  
Margate, Florida 33063

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TALLAHASSEE, FLORIDA

***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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.***

  
\_\_\_\_\_  
Marlin R. Lee, Jr.