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125 HAY STREET
TALLAHASSEE, FL 32302-2607
904-9171
904-0393 FAX

00342-8786

FILED



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 174865 82349A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 4, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 174865-005

CUSTOMER NO: 82349A

CUSTOMER: Rodger L. Spink, Esq
RODGER L. SPINK, INC.

1640 N. 69th Way

Hollywood, FL 33024

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-12/04/96--01039--026

****122.50 ****122.50

DOMESTIC FILING

NAME: FIRST REALTY MORTGAGE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

12-4-96

ARTICLES OF INCORPORATION
OF

FIRST REALTY MORTGAGE CORP.

I, the undersigned, being of legal age, do hereby form a corporation for profit under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of the corporation is FIRST REALTY MORTGAGE CORP.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in an activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

FILED
96 DEC -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - ADDRESS AND REGISTERED ADDRESS

The initial street address of the principal office of this corporation is 10400 Griffin Road, Suite 108, Cooper City, Fl 33328.

ARTICLE VII - INITIAL DIRECTOR

There shall be one director initially, and there shall never be less than one director. The name and address of the initial director who shall hold office until his successors are elected and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
NANCY L. NELSON	10400 Griffin Road Suite 108 Cooper City, Fl 33328

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
NANCY L. NELSON	10400 Griffin Road Suite 108 Cooper City, Fl 33328

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these Articles. In the event that these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment are filed with the Department of State.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. Such indemnification shall include costs and reasonable attorney's fees reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action suit or proceedings in which he may be involved or to which he may have been a party by reason of his being or having been a Director or Officer of the corporation. Such indemnification shall not be made in relation to a matter in which he is adjudged to have been derelict in the performance of his duty as such officer or director.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - REGISTERED AGENT

The Registered Agent of this corporation, designated as the corporation's agent to accept service of process within the State of Florida, shall be NANCY L. NELSON, 10400 Griffin Road, Suite 108, Cooper City, Fl 33328.

ARTICLE XIII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without formal meeting, if consent

in writing setting forth the action shall be signed by all of the shareholders of the corporation and filed with the Department of State.


IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation, this 27 day of November, 1996.


NANCY L. NELSON

FILED
96 DEC -4 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AND ACKNOWLEDGMENT OF REGISTERED AGENT

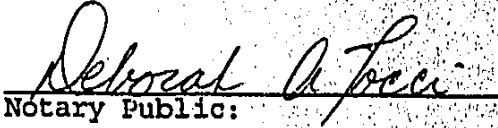
Having been named Registered Agent, I hereby accept the
ed Agent, I hereby accept the appointment as Registered Agent. I
am familiar with and accept the obligations of Section 607.0505,
Florida Statutes.


NANCY L. NELSON

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared, NANCY L.
NELSON, to me known to be the person described as Incorporator and
Registered Agent and who executed the foregoing Acceptance and
Acknowledgment of Registered Agent, and acknowledgement before me
that he executed these Articles of Incorporation on this 27 day of
November, 1996.


Notary Public:

My Commission Expires:

