

1-13-1997

097000008000

A.A ADVANTAGE HOME MORTGAGE CORP.  
3840 CENTRAL AVENUE #102  
FORT MYERS, FLORIDA 33901  
941-936-2282

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

700002059637--8  
-01/16/97--01006--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: A.A ADVANTAGE HOME MORTGAGE CORP.

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for A.A ADVANTAGE HOME MORTGAGE CORP., along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to me with the filing date stamped on it.

Thank You,

  
THOMAS J. MALINGUAGGIO

Enclosures

FILED  
97 JAN 28 PM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

097-1478  
502

1/22/97  
TB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 22, 1997

THOMAS J. MALINGUAGGIO  
3840 CENTRAL AVE. STE 102  
FORT MYERS, FL 33901

SUBJECT: A.A. ADVANTAGE HOME MORTGAGE CORP.  
Ref. Number: W97000001478

We have received your document for A.A. ADVANTAGE HOME MORTGAGE CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 797A00002987

1/24/97 Thank you for making me aware of Advantage Home Mortgage Corporation. In Vero Beach FL.  
Please re-file per conversation with Doris McDuffey.

Thank you  
Thomas Malinguaggio

**ARTICLES OF INCORPORATION  
OF  
A.A ADVANTAGE HOME MORTGAGE CORP.**

97 JAN 28 PM 11:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be A.A ADVANTAGE HOME MORTGAGE CORP.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of Common Stock, with a par value of \$1.00 per share of common stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in

writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To  
Certain Transfer Restrictions  
Imposed By This Corporation's  
Articles Of Incorporation, A Copy Of  
Which Is On File At This Corpora-  
tion's Principal Office."

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

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is:

THOMAS J. MALINGUAGGIO  
3840 CENTRAL AVENUE #102  
FORT MYERS, FLORIDA 33901

**ARTICLE VIII. INDEMNIFICATION**

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

**ARTICLE IX. PRINCIPAL OFFICE &  
INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3840 CENTRAL AVENUE #102, FORT MYERS, FLORIDA 33901.

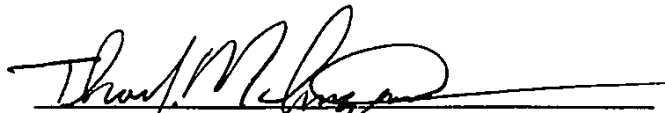
The name of the individual who shall serve as this corporation's initial registered agent at that address is: THOMAS J. MALINGUAGGIO.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who will serve as this corporation's incorporator is: THOMAS J. MALINGUAGGIO, 3840 CENTRAL AVENUE #102, FORT MYERS, FLORIDA 33901.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
THOMAS J. MALINGUAGGIO - Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is A.A ADVANTAGE HOME MORTGAGE CORP.

2. The name and address of the registered agent and office of the corporation is: THOMAS J. MALINGUAGGIO, 3840 CENTRAL AVENUE #102, FORT MYERS, FLORIDA 33901.

Dated this 13 day of January, 1997.

A.A ADVANTAGE HOME MORTGAGE CORP.


By:

  
THOMAS J. MALINGUAGGIO  
President

FILED  
97 JAN 28 PM 11:21  
SECRETARY OF STATE  
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.

DATED THIS 13 DAY OF January, 1997.

  
THOMAS J. MALINGUAGGIO  
Registered Agent