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PARKS M. CARMICHAEL
1909-1984
WILLIAM D. PRIDGEON
1933-1980
MICHELLE VAUGHNS
1948-1982

RETIRED
RAY D. HELPLING
WILLIAM N. LONG

OF COUNSEL
WILLIAM C. ANDREWS

January 27, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: NATIONAL MORTGAGE BUYERS, INC.

Dear Sir or Madam:

Enclosed please find the original executed Articles of Incorporation for NATIONAL MORTGAGE BUYERS, INC. for filing with Secretary of State. Also enclosed is a check in the amount of \$70.00 for filing fees.

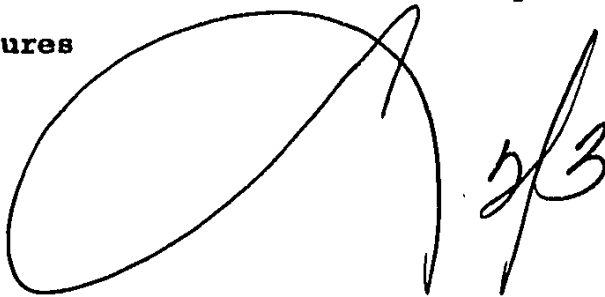
Your cooperation and courtesy is greatly appreciated. If you have any questions, please advise.

Sincerely,

Terri L. Haskins

Terri L. Haskins, Secretary
to Raymond M. Ivey

Enclosures



FILED
97 JAN 29 AM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NATIONAL MORTGAGE BUYERS, INC.

FILED
97 JAN 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is NATIONAL MORTGAGE BUYERS, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

- a) To engage in any and all lawful business.
- b) To conduct business, have one or more offices, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property, including franchises, patents, copyrights, trademarks, and licenses of the State of Florida and in all other States and Countries.
- c) To contract debts and borrow money, issue and sell or place bonds, debentures, notes and other evidences of debts, and to execute such mortgages, transfers of corporate property or other instrument to secure the payment of corporate indebtedness as required.
- d) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of

indebtedness created by any other corporation in the State of Florida or by any other State or Government, and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

e) To purchase the corporate assets of any other corporation and engage in the same character of business.

f) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the corporation, without limit as to amount, with any person, firm syndicate, committee, association or corporation, or municipal or governmental board, body, or authority, domestic or foreign, now or hereafter to be organized.

g) In general, and in connection with the foregoing, this corporation shall have and may exercise all of the powers of like corporations confirmed by the corporation laws of the State of Florida, it being expressly provided that enumeration of the objects, powers, and purposes hereinabove specified shall not be held to limit or restrict in any manner the object, powers and purposes of the corporation, and none of the clauses named in this article shall be in any way limited or restricted by reference to the terms of any other clauses, objects, powers or purposes set forth in this article, or in any other article hereof, but that the objects, powers and purposes specified in each of the clauses of this article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 7,000 shares of common stock, which shall have a par value of \$1.00 per share. Any such stock may be issued and sold in whole or fractional shares, and there may be included in the by-laws of the corporation provisions recognizing pre-emptive rights of the stockholders and having limitations on the issue of or transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon Limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part thereof, whether issued or to be issued, or for options for purchase in the event of sale of the stock issued by the corporation.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation shall begin shall not be less than One Hundred Dollars (\$100).

ARTICLE V: TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: INITIAL ADDRESS

The initial post office address of this corporation in the State of Florida shall be 1135 N.W. 23rd Avenue, Suite M, Gainesville, Florida 32609. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stock-holders, but never shall have less than one.

ARTICLE VIII: INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
William C. Zetrouer	1135 N.W. 23rd Avenue Suite M Gainesville, FL 32609
Grover M. Davis, III	1135 N.W. 23rd Avenue Suite M Gainesville, FL 32609

ARTICLE IX: SUBSCRIBERS

The names and post office address of each subscriber to these Articles of Incorporation, the number of shares each subscribes to, and the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
William C. Zetrouer	1135 N.W. 23rd Ave Suite M Gainesville, FL 32609	100	\$100.00
Grover M. Davis, III	1135 N.W. 23rd Ave Suite M Gainesville, FL 32609	100	\$100.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of

such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

ARTICLE X: CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

a) Subject to such restriction, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of such par value stock.

c) The initial by-laws may be adopted by the subscribers hereto. Such by-laws may be amended, altered, or repealed only by the stockholders of the corporation by affirmative vote of the holders of a majority of the common stock outstanding, entitled to be voted. No such by-laws shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the

stockholders which appear of record in the minute book or other records of the corporation.

d) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers of duties as may be prescribed by the by-laws, or as may be determined from time to time by the Board of Directors subject to the By-laws.

ARTICLE XI: EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of January, 1997.

 (SEAL)
WILLIAM C. ZETROUER


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That NATIONAL MORTGAGE BUYERS, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at City of
Gainesville, County of Alachua, State of Florida has named WILLIAM
C. ZETROUER, located at 1135 N.W. 23rd Avenue, Suite M,
Gainesville, Florida 32609, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


WILLIAM C. ZETROUER, Resident Agent
97 JAN 29 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA