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FLORIDA DIVISION OF CORPORATIONS  
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FROM: FOLEY & LARDNER

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CONTACT: KAREN PETERSON

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: MORTGAGE AMERICA, INC.

AUDIT NUMBER.....H97000002680

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

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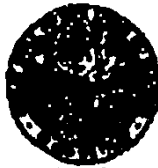
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97 FEB 14 PM 6:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

25-2/14/97  
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*[Handwritten signature]*  
2/14/97



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Morham**  
Secretary of State

February 14, 1997

FOLEY & LARDNER

SUBJECT: MORTGAGE AMERICA, INC.  
REF: W97000003663

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ARTICLES OF INCORPORATION 97 FEB 14 PM 6:00  
OF  
MORTGAGE AMERICA (IMC), INC. 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 Mortgage America (IMC), Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 305 Fifth Street, Suite 200, Bay City, Michigan 48708.

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 1,000 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 200 Laura Street, Jacksonville, FL 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

**ARTICLE 6****DIRECTORS**

Section 6.1 Number. This corporation shall have four (4) 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:

| <u>NAME</u>         | <u>ADDRESS</u>  |
|---------------------|---|
| Thomas G. Middleton | 305 Fifth Street, Suite 200<br>Bay City, Michigan 48708 |
| George Nicholas     | 305 Fifth Street, Suite 200<br>Bay City, Michigan 48708 |
| Stuart Marvin       | 305 Fifth Street, Suite 200<br>Bay City, Michigan 48708 |
| Thomas P. LaPorte   | 305 Fifth Street, Suite 200<br>Bay City, Michigan 48708 |

**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.

**ARTICLE 8****INCORPORATOR**

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

**NAME****ADDRESS**

Charles V. Hedrick

200 Laura Street  
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.

SENT BY: (904)359-2000

; 2-14-97 ;11:46AM ;

F&L JACKSONVILLE

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IN WITNESS WHEREOF, the incorporator has executed these Articles on February 14, 1997.

Charles V. Hedrick  
Charles V. Hedrick, Incorporator

SENT BY:(804)359-2000

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, Fax Audit No. H97000002680 1

### 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.

F&L CORP.

*Charles V. Hedrick*

Charles V. Hedrick, Authorized Signatory

Date: February 14, 1997

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