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TRANSMITTAL LETTER

FILED

97 MAR 17 AM 11:36

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****131.25 ****131.25

SUBJECT GOLDEN HILLS MORTGAGE COMPANY

PLEASE RETURN THE REGISTERED ARTICLES IN THE ENCLOSED
OVERNIGHT MAIL PACKAGE.

Enclosed is an original and one (2) copies of the articles of incorporation and a check for \$131.25.

FROM: ROBERT LEE VAN HEYDE
7681 N.W. U.S. HIGHWAY 27
OCALA, FLORIDA 34482

DAYTIME PHONE # 352-351-4718

PR
3/21/97

ARTICLES OF INCORPORATION

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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

GOLDEN HILLS MORTGAGE COMPANY

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7681 NW US HIGHWAY 27
OCALA, FLORIDA 32675

ARTICLE III PURPOSE

The purpose for which this Corporation is organized:

To conduct and operate a mortgage broker business.

This Corporation may engage in or transact any or all lawful activity permitted under the applicable laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

600 SHARES NO PAR COMMON

THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS

ARTICLE V DIRECTORS/OFFICERS

A director or officer of the corporation shall not be disqualified by his office:

From dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract as a trustee or beneficiary, or is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer of such firm or corporation, or trust shall have disclosed such interest or such interest shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors to authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit cause, or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

ARTICLE VI INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Robert Lee Van Heyde
7681 N.W. U.S. HWY 27
Ocala, Florida 344

ARTICLE VII INCORPORATORS

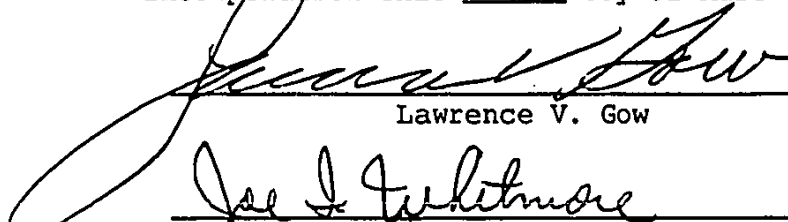
The names and street addresses of the incorporators to these
Articles of Incorporation are:

Lawrence V. Gow
4715 NW 80th Court
Ocala, Florida 34482

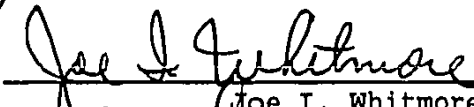
Joe I. Whitmore
4500 NW 82nd Court
Ocala, Florida 34482

Robert Lee Van Heyde
4433 SE 12th Place
Ocala, Florida 34471

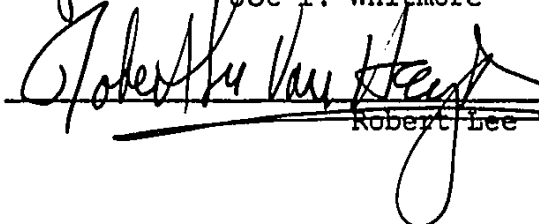
The undersigned incorporators have executed these Articles of
Incorporation this 14th day of March, 1997.



Lawrence V. Gow



Joe I. Whitmore



Robert Lee Van Heyde

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

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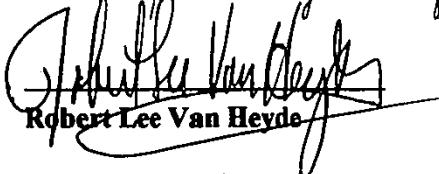
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- 1. The name of the corporation is GOLDEN HILLS MORTGAGE COMPANY**
- 2. The name and address of the registered agent and office is:**

**ROBERT LEE VAN HEYDE
7681 N.W. U.S. HIGHWAY 27
OCALA, FLORIDA 34482**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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.


Robert Lee Van Heyde

March 17, 1997

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314