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SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.
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NAME: FEDERATED HOME MORTGAGE CORPORATION OF FLORI

AUDIT NUMBER.....H97000007993

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PAGES..... 4

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ARTICLES OF INCORPORATION

OF

FEDERATED HOME MORTGAGE CORPORATION OF FLORIDA

The undersigned, acting as Incorporator of FEDERATED HOME MORTGAGE CORPORATION OF FLORIDA, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

FEDERATED HOME MORTGAGE CORPORATION OF FLORIDA

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the Corporation is formed as follows:

(a) To engage in the business of Mortgage Banking.

(b) To carry on any and all business, transactions and activities permitted by the Florida Statutes which are deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to business described in the foregoing paragraph of this Article, as well as all activities and the things necessary and incidental thereto, to the full extent empowered by such laws.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100,000 shares of Common Stock having a par value of \$1.00 per share. The Board of Directors may authorize shares to be issued for any

This document prepared by:

L. David Shear, Esq. (FL Bar #0073049)

Shear, Newman, Hahn & Rosenkranz, P.A.

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TALLAHASSEE, FLORIDA

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consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 201 East Kennedy Boulevard, Suite 1000, Tampa, Florida 33602. The Corporation's initial registered agent at the registered office is L. David Shear.

ARTICLE VII. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 1025 South Semoran Boulevard, Winter Park, FL 32792.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
L. David Shear	201 East Kennedy Boulevard, Suite 1000 Tampa, FL 33602

ARTICLE IX. BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Robert E. Babcock	3318 Blenheim Road Phoenix, MD 21231
Robert G. Lowery, III	Three Acre Lane Bel Air, MD 21014

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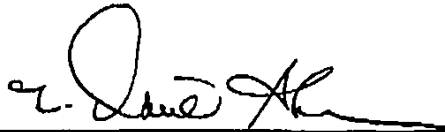
ARTICLE X. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw adopted by the shareholders, if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE XI. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 1997.



L. David Shear
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **FEDERATED HOME MORTGAGE CORPORATION OF FLORIDA**
2. The name and address of the registered agent and office is:

L. David Shear
201 East Kennedy Boulevard, Suite 1000
Tampa, FL 33602

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.



L. David Shear

Date: May 14, 1997

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