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Roy W. Foxall, P.A.

Attorney at Law

SunTrust Financial Center  
12730 New Brittany Blvd., Suite 409  
Fort Myers, Florida 33907

(941) 939-1819 Fax (941) 939-1696

May 13, 1997

Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Interstate MortgageBanc, Inc., Filing

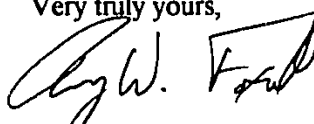
700002180167--8  
-05/15/97-01090-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To whom it may concern:

Enclosed please find one original and one copy of Articles of Incorporation as well as a check in the amount of \$70.00. Please file the enclosed original and send a stamped, uncertified copy to the above address.

Please do not hesitate to contact me should you have any questions.

Very truly yours,

  
Roy W. Foxall

RWF/cia  
Enclosures: as stated

511-

Roy Foxall GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principal Address  
DATE 5/20/97  
DOC. EXAM cf

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 PM 2:12



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

Hart  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 PM 3:12

April 15, 1997

W97-1043

Ms. Kim Davis  
Operations Manager  
Interstate Banc, Inc.  
1279 E. Dublin-Granville Road  
Columbus, OH 43229

Dear Ms. Davis:

Re: "Interstate MortgageBanc, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson  
Assistant Director  
Division of Banking  
101 East Gaines Street  
The Fletcher Building - Sixth Floor  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

**ARTICLES OF INCORPORATION  
OF  
INTERSTATE MORTGAGEBANC, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 15 1983

The undersigned, desiring to form a corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE**

The name of said Corporation shall be Interstate MortgageBanc, Inc.

**ARTICLE TWO**

The place in Florida where its principal office is to be located in the City of  
Ft. Myers, Lee County, Florida. 1279 EAST DUBLIN-GRANVILLE ROAD,  
COLUMBUS, OHIO 43229

**ARTICLE THREE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

**ARTICLE FOUR**

The maximum number of shares which the Corporation is authorized to have outstanding shall be 500 shares of common stock with no par value.

**ARTICLE FIVE**

The amount of capital with which the Corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

## ARTICLE SIX

No holder of shares of the Corporation shall have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares of such class be now or hereafter authorized.

## ARTICLE SEVEN

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; nor shall any transaction, contract or act of the Corporation be void or voidable or in any way affected by reason of the fact that any director or officer of any firm of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract, or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be 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 any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable to the Corporation for any gains or profits realized by him 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, officer or director, is interested in such transaction, contract or act. Any such director or officer (if such officer is also a director) may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any such contract transaction or any act may vote thereat to authorize, ratify or approve any such

contract, 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, officer or director, were not interested in such transaction, contract or act.

#### ARTICLE EIGHT

The Corporation, through its Board of Directors, shall have the right and power to purchase, repurchase or sell any class of shares of the Corporation, or hold and transfer its own capital shares of any class from time to time, to such extent and in such manner and upon such terms as its Board of Directors shall determine, or in any other manner authorized by law; provided, that no such purchase would cause any impairment of its capital.

#### ARTICLE NINE

Notwithstanding any provision of the Florida Business Corporation Act nor hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

#### ARTICLE TEN

Any and all of the Corporation's directors or officers, or former directors or officers, or any person who may have served at this Corporation's request as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which this Corporation is a creditor, may be indemnified against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceedings, in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers, or a director or officer of this Corporation or of such other corporations, except in relations to matters as to which any such director or officer or former director or officer or person shall be judged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

#### ARTICLE ELEVEN

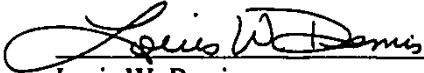
The street address of the initial registered office for the Corporation shall be at 12730 New Brittany Boulevard, Suite 438, Ft. Myers, FL 33907.

#### ARTICLE TWELVE

The initial registered agent for the Corporation shall be Douglas E. Short who accepts such designation as registered agent and shall accept service of process for the Corporation at the place designated in Article Eleven hereof.

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_\_\_

1<sup>st</sup> day of May, 1997.

  
Louis W. Demis  
Incorporator

FILED  
SECRETARY OF STATE  
JUL 11 1997  
TALLAHASSEE, FLA.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Douglas E. Short, having a business office listed above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent Under Section 607.0505, Florida Statutes.

  
DOUGLAS E. SHORT