

0970000048454

SHUMAKER, LOOP & KENDRICK, LLP

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1660

MAILING ADDRESS
POST OFFICE BOX 172609
TAMPA, FLORIDA 33672-0809

WRITER'S DIRECT DIAL NUMBER:
(813) 227-2263

TOLEDO OFFICE
NORTH COURTHOUSE SQUARE
1000 JACKSON
TOLEDO, OHIO 43624-1573
(419) 241-9000
FAX (419) 241-6894

CHARLOTTE OFFICE
227 WEST TRADE STREET
SUITE 2150
CHARLOTTE, NORTH CAROLINA 28202
(704) 375-0057
FAX (704) 332-1197

May 29, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399

Re: IHG Mortgage Services, Inc.
Suarez-Cleary Company, Inc.

700002196657--0
-05/30/97--01112--009
****245.00 ****122.50

Dear Sir/Madame:

Enclosed please find for filing the Articles of Incorporation of IHG Mortgage Service, Inc. and Suarez-Cleary Company, Inc. Upon filing of the enclosed Articles, please forward to us certified copies of both documents. A check for \$245.00 is enclosed to cover filing fees and certified copy charges.

If you have any questions please feel free contact me.

Sincerely,

Amy Recchio
Amy W. Recchio
Legal Assistant

AWR/alg
Enclosures

AL JUN - 1 1997

FILED
97 MAY 30 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
IHG MORTGAGE SERVICES, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **IHG MORTGAGE SERVICES, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 8401 JR Manor Drive, Suite 100, Tampa, Florida 33634, and the mailing address of the Corporation is 8401 JR Manor Drive, Suite 100, Tampa, Florida 33634.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Paul R. Lynch	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

FILED
97 MAY 30 AM 8:24
CLERK OF CIRCUIT COURT
TAMPA, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Jack D. Suarez	8401 JR Manor Drive Suite 100 Tampa, Florida 33634
Randy L. Prince	8401 JR Manor Drive Suite 100 Tampa, Florida 33634

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Paul R. Lynch	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of May, 1997.



Paul R. Lynch, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida.

1. The name of the corporation is IHG Mortgage Services, Inc.
2. The name and address of the registered agent and office is:

Paul R. Lynch
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE:

TITLE:


Incorporator

DATE:

May 28, 1997

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


Paul R. Lynch

DATE:

May 28, 1997

FILED
MAY 30 AM 8:24
TALLAHASSEE
FLORIDA