

P9700008/683

Elaine Byrd
101 Sunnyside Rd., Ste 302
Casselberry, Florida 32707

FILED
97 SEP 19 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 18, 1997

State of Florida
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Division of Corporations

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***122.50 ***122.50

Dear Sirs:

Enclosed please find one original and one copy of the Articles of Incorporation of Pioneer Funding Corporation and Registered Agent Acceptance, along with a check for filing fees in the amount of \$122.50. I have included a return Airborne envelope and may be reached at (407)831-4844. If you require further information, please contact me at the number listed.

Sincerely

Elaine Byrd

Elaine Byrd

Enc.
ms/EB

Elaine Byrd GAVE
AUTHORIZATION BY PHONE TO
CORRECT *TH*
DATE *09/20/97*
DOC. EXAM *OK*

P. Hall

22
SEP 20 1997

ARTICLES OF INCORPORATION
OF
PIONEER FUNDING CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

PIONEER FUNDING CORP.

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

GENERAL POWERS

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (e) To engage in the business of originating, buying, selling or serving mortgage loans as the Department of Banking and Finance, State of Florida, may permit.
- (f) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

CAPITAL STOCK

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 101 Sunnyside Road, Suite 302, Casselberry Florida 32707, and the name of the corporation's registered agent is Jill S. Schwartz. The corporation may change its registered agent or both by filing with the Department of State, of the State of Florida a statement complying with Section 604.037, Florida Statutes. The principal address is the same as the registered office.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of the persons who are to serve as members thereof are as follows:

Name	Address
Jill Schwartz	180 Park Ave. N. Winter Park, Florida 32789

INCORPORATIONS

The name and address of the incorporator of this corporation is as follows:

Name	Address
Jill Schwartz	180 Park Ave. N. Winter Park, Florida 32789
Elaine Byrd	101 Sunnyside Road Casselberry, FL 32707

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of in Corporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, Jill S. Schwartz, the undersigned, has executed these Articles for the uses and purposes therein stated.

Jill S. Schwartz
JILL S. SCHWARTZ
Attorney at Law
Florida Bar No. 523021

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, on this 16th day of September, 19 97, personally appeared JILL S. SCHWARTZ, and who produced as identification Jill S. Schwartz and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Marsha G. Souza
NOTARY PUBLIC - Marsha G. Souza

My Commission Expires:

MARSHA G. SOUZA
Notary Public, State of Florida
My Comm. Expires Feb. 24, 1998
No. CC 350337
Bonded Thru Official Notary Service

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ACKNOWLEDGEMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent for the Corporation at the place designated in this Certificate. I hereby agree to act in this capacity: and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation: and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

DATED this 16th day of September, 19 97

Jill S. Schwartz
JILL S. SCHWARTZ