



**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE 546547 4302748

AUTHORIZATION :

COST LIMIT : \$122.50

ORDER DATE : September 29, 1997

ORDER TIME : 11:46 AM

ORDER NO. : 546547-005

CUSTOMER NO: 4392748

CUSTOMER: Ms. Joyce Leach
NELSON HESSE

2070 Ringling Boulevard

Sarasota, FL 34237

DOMESTIC FILING

NAME: SHIPS MORTGAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

300002300593--B

FILED
197 SEP 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 29 PM 2:40
DIVISION OF COOPERATION

SN 'SEP 29 1997

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ARTICLES OF INCORPORATION
OF
SHIPS MORTGAGE, INC.

FILED
97 SEP 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHIPS MORTGAGE, INC.

The address of the principal office of this corporation shall be 1516 South Bay Drive, Osprey, Florida 34229 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Randall Bono
Dir.

1516 South Bay Drive
Osprey, Florida 34229

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 29, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named 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.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

HBD/sle

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97 SEP 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA