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CENTRAL FLORIDA LEGAL-EASE, INC.

2002 East Robinson Street, Orlando, FL 32803

Phone: 407/895-2565 Fax: 407/898-5931

October 10, 1997

VIA FEDERAL EXPRESS

Airbill No. 800 926 265650 0200

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: A-MINUS MORTGAGE CORPORATION

Dear Sir/Madam:

Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing.
2. A check in the amount of \$70.00 (\$35.00 for filing fee and \$35.00 for Certificate Designating Registered Agent).

Please file the enclosed documents as soon as possible. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Sincerely,



Jeanna Juliano

Enc.

FILED
97 OCT 13 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/14/97 - Jm

**ARTICLES OF INCORPORATION
OF
A-MINUS MORTGAGE CORPORATION**

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97 OCT 13 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be ***A-MINUS MORTGAGE CORPORATION***.

ARTICLE II

Initial Registered Office and Agent; Principal Place of Business

The principal place of business and mailing address of this Corporation shall be ***45 East Washington Street, Orlando, FL 32801***. The Corporation may change the location of its registered office and mailing address from time to time without amendment of these Articles of Incorporation.

ARTICLE III

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE IV

Initial Registered Agent and Street Address

The initial registered agent of the Corporation shall be *Denise Kirk* and the Florida street address shall be *45 East Washington Street, Orlando, FL 32801*. The Corporation may change its registered agent from time to time without amendment of these Articles of Incorporation.

ARTICLE V

Incorporator

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

Denise Kirk
45 East Washington Street
Orlando, FL 32801

ARTICLE VI

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE VII

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three director(s). The name and street address of the director(s) of this Corporation are:

Denise Kirk
510 Christopher Place
Orlando, FL 32803

Jeffrey Fuller
951 Thistle Lane
Maitland, FL 32751

Michael Kirk
514 Christopher Place
Orlando, FL 32803

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

Amendment

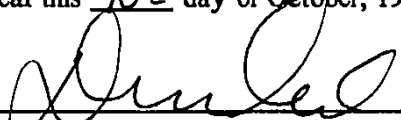
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

Headings and Captions


The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 10th day of October, 1997.


Denise Kirk

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 10th day of October, 1997, by DENISE KIRK, who is X personally known to me OR who has produced (type of identification) as identification and who did / did not take an oath.


Name: JEANNA M. JULIANO

Notary Public, State of Florida
My Commission Expires:



JEANNA M JULIANO
My Commission CC391678
Expires Aug. 11, 1998
Bonded by HAI
800-482-1655

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

A-MINUS MORTGAGE CORPORATION (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated **Denise Kirk** as its Registered Agent to accept service of process within the State of Florida with its registered office located at **45 East Washington Street, Orlando, FL 32801**.

ACKNOWLEDGEMENT

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 relating to service as a registered agent, 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 10th day of October, 1997.


Denise Kirk, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA