

P97000095602

TINO GONZALEZ, P.A.

ATTORNEY AT LAW

111 SOUTH SCOTT STREET
MELBOURNE, FLORIDA 32901
(407) 725-8710

October 24, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: FIRST MANAHATTAN MORTGAGE CORPORATION

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for filing for the above-referenced corporation along with our check in the amount of \$122.50 to cover the filing fees.

Please return the certified copy of the Articles of Incorporation to our office as soon as possible.

Should you have any questions, please do not hesitate to call us. Thank you.

Very Truly Yours,

Tino Gonzalez

TG/slb
Enclosures: As Stated

FILED
97 NOV -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-24627

mc 11/7/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 29, 1997

TINO GONZALEZ, P.A.
111 SOUTH SCOTT STREET
MELBOURNE, FL 32901

SUBJECT: FIRST MANHATTAN MORTGAGE CORPORATION
Ref. Number: W97000024627

We have received your document for FIRST MANHATTAN MORTGAGE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 097A00052532

TINO GONZALEZ, P.A.

ATTORNEY AT LAW

111 SOUTH SCOTT STREET
MELBOURNE, FLORIDA 32901
(407) 725-8710

November 5, 1997

Florida Department of State
Neysa Culligan
Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: First Manhattan Mortgage Corp.
REF: #W97000024627

Enclosed please find a signed letter of acceptance which includes a street address. Please contact this office immediately if there is a problem with this document.

Thanks for your cooperation in this matter.

Sincerely,


Tino Gonzalez

TG/slb

ARTICLES OF INCORPORATION

OF

FIRST MANHATTAN MORTGAGE CORPORATION

FILED

97 NOV -7 PM 12: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is FIRST MANHATTAN MORTGAGE CORPORATION, whose principal office and mailing address is 111 South Scott Street, Melbourne, Florida 32901

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TINO GONZALEZ
111 South Scott Street
Melbourne, Florida 32901

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director initially. The

number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial director of this corporation is:

ROBERT E. WEHNER
111 South Scott Street
Melbourne, Florida 32901

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

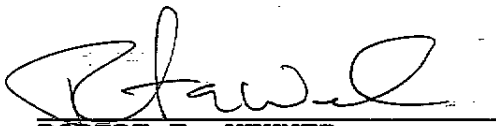
The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

ROBERT E. WEHNER
111 South Scott Street
Melbourne, Florida 32901

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 23 day of October, 1997.


ROBERT E. WEHNER

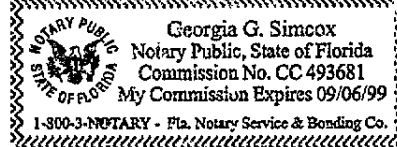
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this
23 day of October, 1997, by ROBERT E. WEHNER who
is personally known to me or who has produced _____
as identification and who did take an oath.

Georgia G. Simcox
Notary Public

Print Name: _____

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That FIRT MANHATTAN MORTGAGE CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named TINO GONZALEZ of 111 South Scott Street, Melbourne, Florida 32901, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open ~~said office.~~



TINO GONZALEZ
Registered Agent

FILED
97 NOV -7 PM 12: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA