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January 21, 1998

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

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-01/26/98--01077--001  
\*\*\*122.50 \*\*\*122.50

RE: First Choice Financial Group, Inc.

Gentlemen,

Enclosed please find an original plus one (1) executed copy of the Articles of Incorporation of First Choice Financial Group, Inc. Please file this corporation on the public records of the State of Florida and please return a certified copy of the Articles of Incorporation to me showing the same has been accepted by the State of Florida at your earliest convenience.

Also enclosed with this letter, please find a check in the amount of \$122.50 to cover the following costs: Filing Fee of \$35.00; Certified Copy Fee of \$52.50 and Registered Agent Fee of \$35.00.

Sincerely yours,

*Lawrence A. Barkett*  
Lawrence A. Barkett

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LAB/lk  
Enclosures

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D. BROWN JAN 27 1998

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**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST CHOICE FINANCIAL GROUP, INC.**

**ARTICLE I**

The name of the proposed corporation shall be First Choice Financial Group, Inc.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be a mortgage broker business and to buy, sell, own, lease, rent or sublease buildings, parts of buildings, homes, manufacturing plants, hotels, motels and other types of improved property; to buy and sell, and otherwise acquire and dispose of, either for its own account or as agent for another services and tangible or intangible personal property of every nature and description; to buy and sell, otherwise acquire and dispose of, either for its own account or as agent for another, real estate of every nature and description; to construct buildings and otherwise improve real estate and dedicate streets and other thoroughfares therein; to employ such persons, firms or corporations as may be reasonably necessary to assist in the business of the corporation; and to otherwise engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The amount of capital stock authorized for the corporation is a maximum of 100 shares of common stock having a par value of \$1.00 per share and which shall be issued as fully paid and non-assessable.

#### ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

#### ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI

The street address of the initial registered office of the corporation is 772 Miracle Mile, Vero Beach, Florida 32960 and the name of the initial registered agent of the corporation at that address is Jacquelyn Walker.

#### ARTICLE VII

The principal place of business of the corporation is to be 772 Miracle Mile, Vero Beach, Florida 32960, with the privilege of having branch offices at other places within or without the State of Florida as may be designated.

#### ARTICLE VIII

The number of directors of this corporation shall not be less than two, nor more than two. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

#### ARTICLE IX

The names and street addresses of the first Board of Directors of this corporation who, subject to the provisions of the certificate of Articles of Incorporation, by Bylaws and Florida

Statutes, shall hold office for the first year of this corporation's existence or until their successors are chosen and have qualified, are as follows:

Jacquelyn Walker, 772 Miracle Mile, Vero Beach, Florida 32960

Stephen G. Kelly, 772 Miracle Mile, Vero Beach, Florida 32960

#### **ARTICLE X**

The names and street addresses of the subscribers of this certificate of Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

Jacquelyn Walker	51 shares
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Stephen G. Kelly	49 shares
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#### **ARTICLE XI**

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized;

To make and alter the bylaws of this corporation;

To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;

To borrow money for the use of the corporation and to authorize and cause to be executed mortgage and liens upon the real and personal property of this corporation;

If the bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the

management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

#### **ARTICLE XII**

In case of loss or destruction of a certificate of stock, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

#### **ARTICLE XIII**

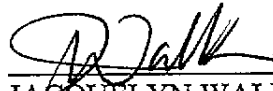
The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitations or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreement conferring pre-emptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and
- E. Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate or Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, we, the undersigned, being all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, do hereby make, subscribe, acknowledge and file this certificate, hereby jointly and severally declaring and certifying the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have set our hands and seals at Vero Beach, Indian River County, Florida, this 21<sup>st</sup> day of Jan., 1998.



JACQUELYN WALKER

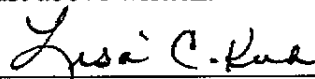


STEPHEN G. KELLY

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

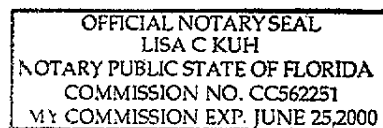
BE IT REMEMBERED that on this 21<sup>st</sup> day of January, 1998, personally appeared before me, a notary public of the State of Florida, JACQUELYN WALKER and STEPHEN G. KELLY, parties to the foregoing certificate of Articles of Incorporation, and known to me personally as such, and jointly and severally acknowledged the said certificate to be the act and deed of each of them respectively, and that the facts therein stated are truly set forth, and that they have associated themselves together for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Vero Beach, Indian River County, Florida, on this the day and year last above written.



Notary Public, State of Florida

My commission expires:



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**ACCEPTANCE BY REGISTERED AGENT**

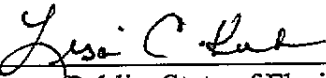
Having been named as Registered Agent to accept process for the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



\_\_\_\_\_  
Registered Agent

Date: Jan. 21, 1998

Sworn to and subscribed before me  
this 21<sup>st</sup> day of January, 1998  
by JACQUELYN WALKER, who is  
personally known to me.



\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

