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TO: DIVISION OF CORPORATIONS

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NAME: FIRST CAPITAL MORTGAGE, INC.

AUDIT NUMBER.....H98000004145

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

(10)

OF

FIRST CAPITAL MORTGAGE, INC.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized and existing under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is : FIRST CAPITAL MORTGAGE, INC.

ARTICLE II

Existence

The corporation's existence shall commence on upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

Nature of Corporate Business and Powers

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or

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proceedings;

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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;

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;

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;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute § 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and mortgage use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties

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and fix their compensation;

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To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014.

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation is Suite 246, 1380 Northeast Miami Gardens Drive, Miami, Florida 33179.

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ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is Suite 246, 1380 Northeast Miami Gardens Drive, Miami, Florida 33179. The name of the initial registered agent is Mark L. Rosen.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation is Mark L. Rosen, Esquire, Suite 246, 1380 Northeast Miami Gardens Drive, Miami, Florida 33179.

The undersigned incorporator has executed these Articles of Incorporation this 28 day of February, 1998.


Mark L. Rosen

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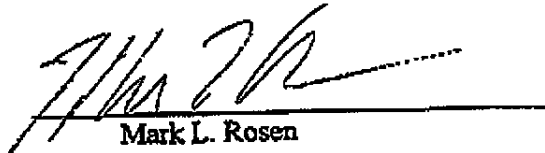
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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Mark L. Rosen

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