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FLORIDA DIVISION OF CORPORATIONS
5:41 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H98000014909 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: BANK OF FLORIDA MORTGAGE CORPORATION AUDIT NUMBER.....H98000014909 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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DIVISION OF BANKING

FAX: (850) 414-8058

Aug 11 '98 13:37

P.02/02

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

August 11, 1998

Mr. Richard T. Catarcio
BancAmerica Mortgage Corporation
7300 W. McNab Road
Suite 211
Fort Lauderdale, FL 33321

Dear Mr. Catarcio:

Re: "Bank of Florida Mortgage Corporation"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1. - NAME

Bank of Florida Mortgage Corporation

ARTICLE 2. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7300 W. McNab Rd., Suite 211
Tamarac, FL 33321

ARTICLE 3. - SHARES

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:
Richard T. Catarcio
7300 W. McNab Road
Suite 211
Tamarac, FL 33321
(954) 722-9600

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ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

Richard T. Catarcio
7300 W. Mc Nab Rd., Suite 211
Tamarac, FL 33321

ARTICLE 5. - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Richard T. Catarcio
7300 W. Mc Nab Rd., Suite 211
Tamarac, FL 33321

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

DATED: August 11, 1998


Richard T. Catarcio

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,
FLORIDA STATUS, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

Bank of Florida
Mortgage Corporation

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

Richard T. Catarcio
7300 W. Mc Nab Rd., Suite 211
Tamarac, FL 33321

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.


SIGNATURE - REGISTERED AGENT

Richard T. Catarcio
7300 W. Mc Nab Rd., Suite 211
Tamarac, FL 33321

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