

DAVID E. LEIGH
ATTORNEY-AT-LAW
CERTIFIED CIVIL AND FAMILY
LAW MEDIATOR
CERTIFIED ARBITRATOR

THE TRIANON CENTRE
3777 TAMiami TRAIL NORTH
SUITE 201
NAPLES, FLORIDA 34103

TELEPHONE:
941-435-9303
FAX:
941-435-9304
E Mail:
leighdavid@aol.com

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 26, 1998

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

RE: Manchester Mortgage Corp.

Dear Reader:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent Designated in Articles of Incorporation regarding the above-referenced corporation. Upon receipt of same, kindly file in your normal manner and return to this office. Our check in the amount of \$122.50 is enclosed to cover your fee for same.

If you should have any questions or comments, please do not hesitate to contact this office.

Thank you for your attention and consideration.

Very truly yours,

Karen Leeper
Secretary to David E. Leigh

/enclosures

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ARTICLES OF INCORPORATION

OF

MANCHESTER MORTGAGE CORP.

The undersigned, acting as the sole incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is Manchester Mortgage Corp. The address of the corporation is 609 93rd Avenue North, Naples, Florida 34108.

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The corporation shall have the authority to issue One Thousand (1000) shares of common stock, all of one class, with a par value of One Dollars (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI

INCORPORATORS

The name and address of the sole incorporator is Greogory S. Manchester, 609 93rd Avenue North, Naples, Florida 34108.

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ARTICLE VII

BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the shareholders in the manner provided in the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The corporation shall have two directors initially, and the names and addresses of such initial directors are as follows:

Gregory S. Manchester
609 93rd Avenue North
Naples, Florida 34108

Joy E. Manchester
609 93rd Avenue North
Naples, Florida 34108

ARTICLE IX

CONTRACTS WITH DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the corporation is Gregory S. Manchester, and the address of the registered office is 609 93rd Avenue North, Naples, Florida 34108.

IN WITNESS WHEREOF, the sole incorporator has affixed his signature on this 25th day of August, 1998.

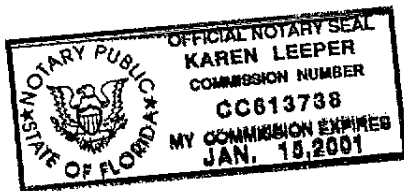

GREGORY S. MANCHESTER

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Gregory S. Manchester, to me known to be the person described in and who has produced _____ as identification OR who is personally known to me, and who executed the foregoing instrument and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of August, 1998.



NOTARY PUBLIC:

Sign: 

Print: _____

ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation Act in all respects.

Dated this 25th day of August, 1998.


GREGORY S. MANCHESTER

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