



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 960991 9534A

AUTHORIZATION :

Patricia Pigitt

COST LIMIT : \$ \$70.00

ORDER DATE : September 14, 1998

ORDER TIME : 3:40 PM

ORDER NO. : 960991-005

CUSTOMER NO: 9534A

700002639217--8

CUSTOMER: Robert Arlen, Esq
ROBERT M. ARLEN, P.A.

Suite 200
1501 Corporate Drive
Boynton Beach, FL 33435

DOMESTIC FILING

NAME: THOMPSON MORTGAGE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 AM 8:48

RECEIVED
98 SEP 14 PM 4:11
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
THOMPSON MORTGAGE CORPORATION**

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
THOMPSON MORTGAGE CORPORATION**

The name of the corporation shall be THOMPSON MORTGAGE CORPORATION.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of these Articles. The duration of THOMPSON MORTGAGE CORPORATION shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which THOMPSON MORTGAGE CORPORATION is organized are: _____

- A. To act as a mortgage broker.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of THOMPSON MORTGAGE CORPORATION be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which THOMPSON MORTGAGE CORPORATION is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V
CORPORATE OFFICES AND AGENT**

Principal Office:

The initial principal office of the Corporation is 900 West Linton Blvd., #200A, Delray Beach, Florida 33444.

Initial Registered Office and Agent:

The street address of the initial registered office of the Corporation is 1501 Corporate Drive, Suite #200, Boynton Beach, Florida 33426 and the name of its initial registered agent at such address is Robert M. Arlen.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of THOMPSON MORTGAGE CORPORATION shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of THOMPSON MORTGAGE CORPORATION is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of THOMPSON MORTGAGE CORPORATION are as follows:

Michael D. Thompson
900 West Linton Blvd., #200A
Delray Beach, Florida 33444
Director/President/Secretary/Treasurer

ARTICLE VII INCORPORATOR

The Incorporator of THOMPSON MORTGAGE CORPORATION is Robert M. Arlen whose address is 1501 Corporate Drive, Suite 200, Boynton Beach, Florida 33426.

ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of THOMPSON MORTGAGE CORPORATION shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of THOMPSON MORTGAGE CORPORATION convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of THOMPSON MORTGAGE CORPORATION shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of THOMPSON MORTGAGE CORPORATION with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of THOMPSON MORTGAGE CORPORATION or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI

SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of THOMPSON MORTGAGE CORPORATION and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of THOMPSON MORTGAGE CORPORATION. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of THOMPSON MORTGAGE CORPORATION and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of THOMPSON MORTGAGE CORPORATION or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of THOMPSON MORTGAGE CORPORATION and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in THOMPSON MORTGAGE CORPORATION.
- E. The right and power of THOMPSON MORTGAGE CORPORATION or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. The establishment of procedures by which changes in corporate form shall be effected.
- G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. THOMPSON MORTGAGE CORPORATION is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 8th day of September, 1998.



Incorporator/ Robert M. Arlen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 14 AM 8:48

STATE OF FLORIDA
COUNTY OF

The foregoing instrument was acknowledged before me this 8th day of September, 1998 by Robert M. Arlen, who is personally known to me or who has produced PERSONALLY KNOWN as identification and who did not take an oath.

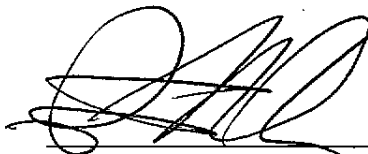

Carole L. Nelson

Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of THOMPSON MORTGAGE CORPORATION, do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 8th day of September, 1998.



Registered Agent