

P980000084568

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite I • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Home Town Lending,
Inc.

600002653136-2
-10/01/98-01034-012
*****70.00 *****70.00

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____
- RECEIVED
98 OCT - 1 AM 10:52
DIVISION OF CORPORATIONS
- FILED
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signature _____

Requested by: Cher

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Name _____

Date _____

Time _____

Walk-In _____

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ARTICLES OF INCORPORATION

OF

HOME TOWN LENDING, INC.

ARTICLE I

NAME

The name of this corporation is HOME TOWN LENDING, INC.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the filing of these Articles.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Deborah McCall
The Hogan Law Firm, P.A.
20 South Broad Street
Brooksville, Florida 34601

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The mailing address of the corporation is:

11036 Spring Hill Drive
Suite A
Spring Hill, Florida 34608

The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

James DeMaria
11036 Spring Hill Drive
Suite A
Spring Hill, Florida 34608

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Deborah McCall
The Hogan Law Firm, P.A.
20 South Broad Street
Brooksville, FL 34601

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 29 day of September, 1998.



Deborah McCall
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF HERNANDO)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 29 day of September, 1998, by Deborah McCall, who is personally known to me and did/did not take an oath.

(Seal)



Notary Public
STATE OF FLORIDA
My Commission Expires: 12/10/2000

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent of Home Town Lending, Inc. and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.



Deborah McCall
The Hogan Law Firm, P.A.
20 South Broad Street
Brooksville, FL 34601

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AFFIDAVIT OF JAMES DeMARIA

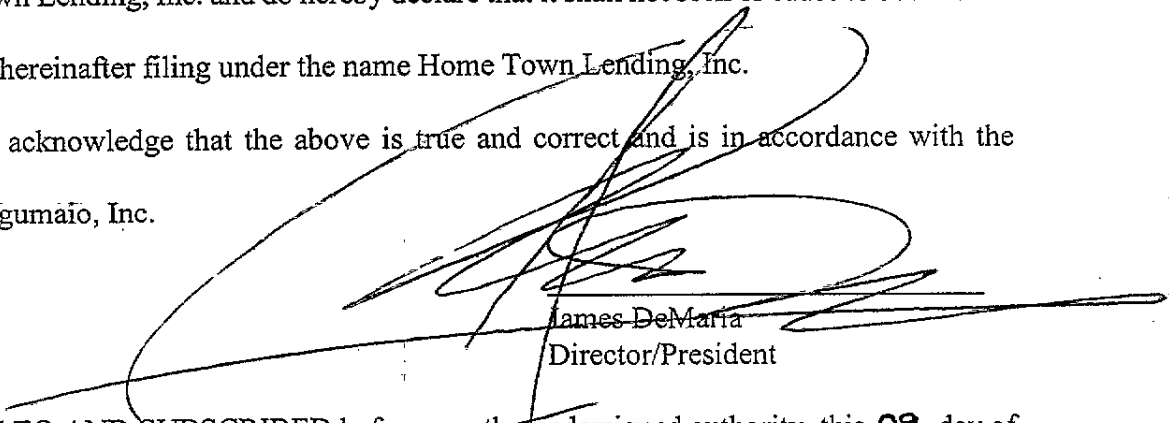
DIRECTOR AND PRESIDENT OF SONGUMAIO, INC.

STATE OF FLORIDA

COUNTY OF HERNANDO

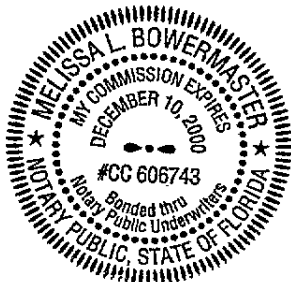
I, JAMES DeMARIA, being the Director and President of Songumaio, Inc., a corporation formerly known as Home Town Lending, Inc., and being the same person who caused the incorporation and amendment of the same, do hereby relinquish any and all rights to the corporate name, Home Town Lending, Inc. and do hereby declare that it shall not seek or cause to be revoked any corporation hereinafter filing under the name Home Town Lending, Inc.


I hereby acknowledge that the above is true and correct and is in accordance with the intention of Songumaio, Inc.


James DeMaria
Director/President

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 29 day of September, 1998, by James DeMaria, Director/President of Songumaio, Inc., a Florida corporation, who is personally known to me and who stated the above was true and correct and who executed the same for the purpose expressed therein and who did/did not take an oath.

(Seal)




Notary Public
My Commission Expires: 12/10/2000