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September 22, 1998

DIVISION OF CORPORATION  
FLORIDA DEPARTMENT OF STATE  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-10/15/98--01054--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

DEAR SIR OR MADAM:

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF  
**WAREHOUSE MORTGAGE CORPORATION** AND THE APPOINTMENT OF A  
REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER TAX, FILING  
FEES, REGISTERED AGENT FILING FEE, AND COST OF A CERTIFIED COPY OF  
THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME AT THIS ADDRESS:  
CHERYL L. PETTIE  
931 SPANISH OAKS BLVD.  
PALM HARBOR, FL 34683

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY,

  
CHERYL L. PETTIE

FILED  
98 OCT 15 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OCT 15 1998  


**ARTICLES OF INCORPORATION  
OF  
WAREHOUSE MORTGAGE CORPORATION**

**FILED**  
98 OCT 15 PM 3:58  
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TALLAHASSEE FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE  
FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION IS:  
**WAREHOUSE MORTGAGE CORPORATION**

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE: 931  
**SPANISH OAKS BLVD, PALM HARBOR, FL 34683**

**ARTICLE III. DURATION**

THE CORPORATION SHALL EXIST PERPETUALLY COMENCING ON THE DATE  
OF FILING OF THESE ARTICLES.

**ARTICLE IV. PURPOSE**

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING  
ANY AND ALL LAWFUL BUSINESS.

**ARTICLE V. CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF  
\$1.00 PAR VALUE.

**ARTICLE VI. PREEMPTIVE RIGHTS GRANTED**

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF  
ANY NEW CAPITAL STOCK OF THE SAME KING, CLASS OR SERIES AS THAT  
WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT  
TO PURCHASE HIS OR HER PRO-RATE SHARE THERE OF (AS NEARLY AS MAY  
BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

**ARTICLE VII. REGISTERED AGENT AND OFFICE**

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS  
CORPORATION IS **931 SPANISH OAKS BLVD, PALM HARBOR, FL 34683**. THE  
NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT  
ADDRESS SHALL BE **CHERYL L. PETTIE**

#### **ARTICLE VIII. DIRECTORS**

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

**JAMES B. BRADDY  
19119 SHERMAN WAY #101  
RESEDA, CA 91335**

**CHERYL L. PETTIE  
931 SPANISH OAKS BLVD.  
PALM HARBOR, FL 34683**

#### **ARTICLE IX. CUMULATIVE VOTING**

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

#### **ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK**

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSON UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH , AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

#### **ARTICLE XI. INCORPORATION**

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

**JAMES B. BRADDY  
19119 SHERMAN WAY #101  
RESEDA, CA 91335**

**CHERYL L. PETTIE  
931 SPANISH OAKS BLVD.  
PALM HARBOR, FL 34683**

**ARTICLE XII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIII. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 24<sup>th</sup> DAY OF September, 1998.

  
JAMES B. BRADDY

  
CHERYL L. PETTIE

September 22, 1998

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN PINELLAS COUNTY, FLORIDA, PERSONALLY APPEARED **CHERYL L. PETTIE**. KNOWN TO ME AND KNOWN TO BY ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED AND ACKNOWLEDGED EXECUTION OF THE FOREGOING ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET ME HAND AND STAMP IN PINELLAS COUNTY, FLORIDA ON THE 24<sup>th</sup> DAY OF September, 1998.

*Peggy M. Semsey*  
NOTARY PUBLIC



**ACCEPTANCE OF REGISTERED AGENT**

**FOR**

**WAREHOUSE MORTGAGE COROPORATION**

I HEREBY AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AND TO COMPLY WITH THE APPLICABLE PROVISIONS OF FLORIDA LAW RELATIVE TO OFFICE HOURS AND THE POSTING OR REGISTERED AGENT NAMES.

*Cheryl L. Pettie*  
REGISTERED AGENT  
**CHERYL L. PETTIE**

98 OCT 15 PM 3:58  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**FILED**