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YOUNG J. SIMMONS

Attorney at Law
500 NE 8th Avenue
Ocala, Florida 34470

Telephone: 352-369-5330

Facsimile: 352-867-5111

E-mail: yjsim@worldnet.att.net

October 19, 1998

Hon. Sandra Mortham
Secretary of State
The Capitol
PL-02
Tallahassee, Florida 32399-0250

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-10/28/98--01032--022
*****87.50 *****87.50

RE: Foxfire Mortgage, Inc.

Dear Madam:

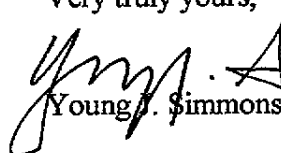
Enclosed please find an original and one copy of Articles of Incorporation of Foxfire Mortgage, Inc., together with check in the sum of \$122.50 to cover:

1. Filing fee:	\$ 35.00
2. Certified copy	<u>52.50</u>
TOTAL	\$ 87.50

Please file the original and certify and return the copy in the self-addressed envelope.

Your cooperation is always appreciated.

Very truly yours,


Young J. Simmons

YJS/klb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 10:38

B. BROCK OCT 29 1998

ARTICLES OF INCORPORATION
OF
FOXFIRE MORTGAGE, INC.

The undersigned incorporator, Eugene R. Boone, hereby forms a corporation pursuant to the provisions of Chapter 607, Florida Statutes:

1. Name and Address.

The name of this corporation shall be FOXFIRE MORTGAGE, INC. The initial registered office of this corporation is 615 E. Silver Springs Boulevard, Ocala, Florida 34470 and the mailing address is P.O. Box 1716, Ocala, Florida 34478.

2. Registered Agent.

The name of the Registered Agent is Eugene R. Boone and the registered office is 615 E. Silver Springs Boulevard, Ocala, Florida 34470. By subscribing these Articles, he agrees to serve as Registered Agent. By signing these Articles, he agrees to act in that capacity.

3. Nature of Business.

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

4. Capital Stock.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$10.00 per share.

5. Term of Existence.

This corporation is to exist perpetually.

6. Officers.

This corporation shall initially have two Officers as follows:

President: Eugene R. Boone
615 E. Silver Springs Boulevard
Ocala, Florida 34470

Secretary: Eugene R. Boone
615 E. Silver Springs Boulevard
Ocala, Florida 34470


The number and identity of the Officers of this corporation shall be determined by the By-laws to be adopted. The number and terms of the Directors shall be determined by the shareholders. All Officers and Directors shall hold office for the term to which they have been elected, or until a successor is elected or appointed.

7. Incorporator:

The name and street address of the incorporator of these Articles of Incorporation is as follows:

Eugene R. Boone
615 E. Silver Springs Boulevard
Ocala, Florida 34470

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of
Incorporation this 16 day of October, 1998.

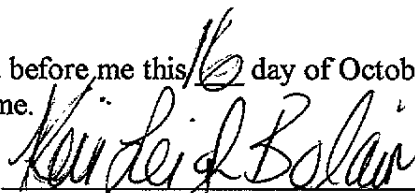


Eugene R. Boone
615 E. Silver Springs Boulevard
Ocala, Florida 34470

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 16 day of October, 1998, by
EUGENE R. BOONE, who is personally known to me.



Notary Public, State of Florida

KERI LEIGH BOLAIN
Notary Public, State of Florida
My Comm. Expires Nov. 18, 2001
Comm. No. CC 687349

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 28 PM 10:38