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**Florida Department of State**

Division of Corporations  
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**To:**

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**From:**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bay Street Mortgage Company**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
BAY STREET MORTGAGE COMPANY

ARTICLE I - NAME

The name of this Corporation is Bay Street Mortgage Company.

ARTICLE II - ADDRESS

The mailing and principal office address of this Corporation is 4500 Salisbury Road, Jacksonville, Florida 32216.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Karl B. Hanson, Jr.

Prepared By:  
Karl B. Hanson, Jr., Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904) 354-8000  
Florida Bar No. 142292

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ARTICLE V - INITIAL BOARD OF DIRECTORS

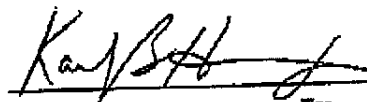
The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of such person is:

Robert M. Clements  
4500 Salisbury Road  
Jacksonville, Florida 32216

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Karl B. Hanson, Jr., 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of December, 1998.

  
Karl B. Hanson, Jr.  
Incorporator

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Prepared By:  
Karl B. Hanson, Jr., Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, Florida 32202  
(904)354-8000  
Florida Bar No. 142292

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

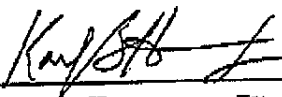
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Bay Street Mortgage Company, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Karl B. Hanson, Jr., located 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

  
Karl B. Hanson, Jr.  
Incorporator

12-3-98  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Karl B. Hanson, Jr. hereby agrees to act in this capacity, and Karl B. Hanson, Jr. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Karl B. Hanson, Jr.

12-3-98  
Date

JK141230.1

Prepared By:  
Karl B. Hanson, Jr., Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
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