

PA8000103067



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 059969 134805A

AUTHORIZATION :

*Patricia [signature]*

COST LIMIT : \$ 70.00

ORDER DATE : December 10, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 059969-005

700002708827--0

CUSTOMER NO: 134805A

CUSTOMER: Ms. Barbara W. Jackson  
PROFESSIONAL HEALTH SERVICES  
PROFESSIONAL HEALTH SERVICES  
3442 B Tampa Road

Palm Harbor, FL 34684

DOMESTIC FILING

NAME: ICC MORTGAGE COMPANY, INC.

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: Janna Wilson

EXAMINER'S INITIALS:

*gn*  
*12/10/98*

RECEIVED  
98 DEC 10 PM 11:23  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 10 PM 1:33

EFFECTIVE DATE

12/9/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 10 PM 1:33

**ARTICLES OF INCORPORATION**

**OF**

**ICC MORTGAGE COMPANY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation,

**ARTICLE I**

**NAME**

The name of the corporation shall be:

ICC MORTGAGE COMPANY, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3442-B Tampa Road  
Palm Harbor, FL 34684  
(727) 781-9885

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of \$1.00 per share par value common stock that shall be designated "common shares".

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

CSC  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

ARTICLE V

INCORPORATOR

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

Barbara W. Jackson  
3442-B Tampa Road  
Palm Harbor, FL 34684

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE VII

NATURE OF BUSINESS

Purposes: To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in goods, services, wares, merchandise, materials, companies, corporations, and other such entities of any kind and description.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

## ARTICLE VIII

### MANAGEMENT OF CORPORATION

The business and affairs of this corporation shall be managed by its Board of Directors.

## ARTICLE IX

### DIRECTORS

This corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time-to-time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

Robert Chambers  
President  
645 Madeira Avenue  
Coral Gables, FL 33134

Steve E. Pallos  
Vice President  
1000 US 98 North  
# 972  
Lakeland, FL 33809

William Planes, II  
Secretary/Treasurer  
555 NE 15<sup>th</sup> Street  
#33E  
Miami, FL 33132

## ARTICLE X

### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law and/or as specified in the Corporate By-Laws.

## ARTICLE XI

### AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of December, 1998.

Barbara W. Jackson  
Barbara W. Jackson  
Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF PINELLAS    )

SS:

Before me as Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Barbara W. Jackson known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledge before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 9th day of November, 1998.

Jennifer L. Marshall  
Notary Public  
State of Florida at Large

My Commission Expires: March 4, 2002



Notary Public, State of Florida  
JENNIFER L. MARSHALL  
Commission # CC 721653  
Comm. Expires Mar. 4, 2002

CERTIFICATE OF DESIGNATION

OF

REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 10 PM 1:33

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

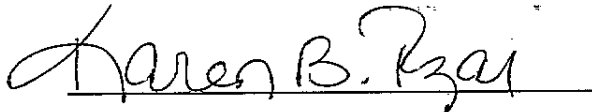
1. The name of the Corporation is:

ICC MORTGAGE COMPANY, INC.

2. The name and address of the registered agent and office is:

Corporation Services Company  
1201 Hays Street  
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



**Karen B. Rozar, As Its Agent**

\_\_\_\_\_  
Date