

Walker, Harrington and Cheatham

ATTORNEYS AND COUNSELORS AT LAW
A Partnership of Professional Associations

JOAN LoBIANCO WALKER
BRIAN C. HARRINGTON
RUSSELL L. CHEATHAM, III

5536 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707
TELEPHONE (727) 381-0070
FACSIMILE (727) 381-7027

P980001071179

December 28, 1998

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

500002723445--4
-12/28/98--01086--015
*****70.00 *****70.00

RE: KNAB MORTGAGE CORP.

Gentlemen:

Enclosed is a check in the amount of \$70.00 and the Articles of Incorporation for the above referenced domestic corporation. Please file this corporation with the State of Florida. We originally sent the Articles and check on November 13, 1998, however it was sent to "5050 W. Tennessee Street, Tallahassee, FL 32399." Todate, we have not received a return nor has the corporation been filed. In view of this, may we respectfully request that you expedite the filing of this corporation?

If you have any questions or comments, please feel free to call the undersigned.

Respectfully submitted,

Russell L. Cheatham, III
Russell L. Cheatham, III, P. A.

RLC:ms

Enclosures

FILED
98 DEC 28 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP 12/30

ARTICLES OF INCORPORATION

OF

KNAB MORTGAGE CORP.

FILED
98 DEC 28 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Knab Mortgage Corp., and its principal office or mailing address is 5901 Sun Blvd., Suite 106 -A, St. Petersburg, FL 33715.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$0.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4390 - 49th Avenue So., St. Petersburg, FL 33711. The name of the initial registered agent is Debra C. Ferguson.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

Debra C. Ferguson

4390 - 49th Avenue So., St. Petersburg, FL 33711

Jeffrey Brandon Knab

8011 Hamilton Avenue, Cincinnati, OH 45231

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Debra C. Ferguson

4390 - 49th Avenue So., St. Petersburg, FL 33711

ARTICLE 8: 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 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

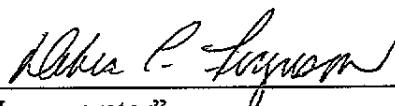
ARTICLE 11: BYLAWS

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 12: 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 has executed these Articles of Incorporation this
13th day of November, 1998.



"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 13th day of NOVEMBER, 1998.

Walter P. Layman
Registered Agent

FILED
98 DEC 28 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA