

P 9 90000002408

SLOTT & BARKER
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ARNOLD H. SLOTT, P.A.
EARL M. BARKER, JR., P.A.
BOARD CERTIFIED
CIVIL TRIAL ATTORNEY
MARLA K. BUCHANAN

January 5, 1999

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
(904) 353-0033
TELECOPIER (904) 355-4148

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

4000002733434--7
-01/07/99--01071-010
****122.50 *****78.75

Re: Toho Mortgage Corporation
Our File No.: 99-0104-EMB

Ladies and Gentlemen:

Articles of Incorporation and Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$122.50 for payment of your fees. Please file the Articles and return a certified copy of them to us at the above address.

The fees enclosed are allocated as follows:

Filing Articles	\$ 35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	<u>\$122.50</u>

If there are any questions concerning the proposed corporate name or otherwise, please call me at the telephone number listed above.

Very truly yours,



Hollyn Foster
Legal Assistant

/hf
Enclosures
cc: Daniel B. Webb

FILED
99 JAN - 7 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
JAN - 8 1999
(41)

ARTICLES OF INCORPORATION
OF
TOHO MORTGAGE CORPORATION

FILED
99 JAN -7 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Toho Mortgage Corporation.

ARTICLE II. CORPORATE ADDRESSES

The principal office of the corporation is 200 East Robinson St, Suite 920, Orlando, Florida 32801 and its mailing address is 200 East Robinson St, Suite 920, Orlando, Florida 32801 at the time of execution of these Articles.

ARTICLE III. PURPOSE

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, of a par value of \$1.00 per share, all of which shares shall be designated common shares.

ARTICLE V. PERPETUAL EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is Earl M. Barker, Jr., Slott & Barker, 334 East Duval Street, Jacksonville, Florida, 32202-2718 and the name of its initial registered agent at such address is Earl M. Barker, Jr.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is: Earl M. Barker, Jr., 334 E. Duval St.,
Jacksonville, FL 32202.

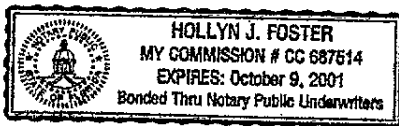


Earl M. Barker, Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of January, 1999, by
Earl M. Barker, Jr., who is personally known to me and who did not take an oath.



Notary Public, State of Florida
My commission expires:

**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:

First, that Toho Mortgage Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 200 East Robinson Street, Suite 920, Orlando, Florida, 32801, has named Earl M. Barker, Jr., located at Slott & Barker, 334 East Duval Street, Jacksonville, Florida, 32202-2718, as its agent to accept service of process within Florida.

Toho Mortgage Corporation

By: _____


Earl M. Barker, Jr., Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Earl M. Barker, Jr.
Resident Agent

FILED
99 JAN -7 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA