

Jan Chamberlin
105 Rockingham Court
Longwood, Florida 32779
407-869-8895

P99000003670

January 7, 1999

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

900002736939
-01/11/99-01124-016
122.50 *78.75

SUBJECT: Florida Commercial Mortgage Company

Enclosed please find the original plus one copy of the Articles of Incorporation for the referenced entity plus the required fees to effect the filing, designate the registered agent and provide a certified copy, a total of \$122.50.

Please return the certified copy to:

Janis Chamberlin
105 Rockingham Court
Longwood, Florida 32779

Please feel free to contact me for any assistance necessary during business hours at 407-869-8895.

Thank you,

Janis Chamberlin
Janis Chamberlin

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
FLORIDA COMMERCIAL MORTGAGE COMPANY**

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be Florida Commercial Mortgage Company.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any

such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

**ARTICLE IV
CAPITAL STOCK**

1. Number and Class of Shares Authorized; Par Value.
This Corporation is authorized to issue 1,000 shares of voting common stock, having a par value of One Dollar (\$1.00) per share, which shall be designated "Florida Commercial Mortgage Company Common Stock".

2. Voting Rights.

The Florida Commercial Mortgage Company Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Florida Commercial Mortgage Company Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 105 Rockingham Court, Longwood, Florida 32779, and the initial registered agent of the Corporation at that address shall be Janis Chamberlin. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name and street address of the initial director of this Corporation is:

Janis Chamberlin
105 Rockingham Court
Longwood, Florida 32779
Directors may be removed with or without cause.

**ARTICLE VII
INCORPORATOR**

The name and street address of the person signing these articles as incorporator is:

Janis Chamberlin
105 Rockingham Court
Longwood, Florida 32779

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI
HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set ___ hand and seal this ___ day of

[Signature] 1999.

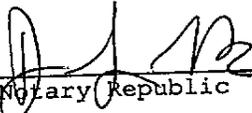
[Signature] (SEAL)
Janis Chamberlin

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Janis Chamberlin, known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of Jan, 1999.

 J. L. Bridges
MY COMMISSION # CC752029 EXPIRES
August 21, 2002
(NOTARY PUBLIC SEAL) OBTAINED THRU TROY FARM INSURANCE, INC.


Notary Republic

My commission expires:
AUG 21, 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY
BE SERVED

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

Florida Commercial Mortgage Company, desiring to organize as a corporation under the laws of the State of Florida with its registered office and principal place of business at 105 Rockingham Court, Longwood, Florida 32779 has named and designated Janis Chamberlin as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 8 day of January 1999.


Janis Chamberlin
Registered Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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