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TRANSMITTAL LETTER

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

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-02/17/99--01049--012

*****78.75 *****78.75

SUBJECT: American Select Mortgage Corp.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00

☒ \$78.75

☐ \$122.50

☐ \$131.25

FROM: Phillip G. Chesson
Name (printed or typed)

2300 Curlew Rd., Ste 200
Address

Palm Harbor FL 34683
City, State & Zip

727 772-7800
Daytime Telephone number

FILED
99 FEB 17 AM 8:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ajc
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99 FEB 17 AM 8:20

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

American Select Mortgage Corp.

ARTICLE I
NAME

The name of this Corporation is
American Select Mortgage Corp.
Corporate Office: 2300 Curlew Road Ste 200
Palm Harbor, Florida 34683

ARTICLE II
TERM

The term of existence of this Corporation is perpetual.

ARTICLE III
PURPOSE

This Corporation is organized to transact any and all
lawful business for which corporations may be incorporated
under the Florida General Corporations Act.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue One thousand
(1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
DIRECTORS

This Corporation shall have one Director initially.
The number of Directors may be either increased or diminished
from time to time by the By-Laws but shall never be less than
one (1). The names and addresses of the initial Directors of
Corporation, who shall serve until their successors are
elected and have qualified, or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Ste 200 Palm Harbor, Fl 34683

ARTICLE VI
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President/ Secretary	Phillip G. Chesson 2300 Curlew Road Palm Harbor, Florida 34683

ARTICLE VII
REGISTERED OFFICE AND AGENT

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Ste 200 Palm Harbor, Florida 34683

ARTICLE VIII
INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLES
BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X
AMENDMENTS


Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Phillip G. Chesson	2300 Curlew Road Palm Harbor, Florida 34683

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 1st Day of January, 1999


Phillip G. Chesson

FILED

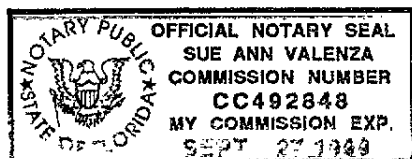
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Phillip G. Chesson, personally known to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid the 1st day of January 1999.



Sue Ann Valenza
Notary Public-State of Florida

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, Phillip G. Chesson as Registered Agent for American Select Mortgage Corp. do hereby agree to accept service of Process on behalf of the Corporation, to keep my office located at 2300 Curlew Road Ste 200 County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: January 1, 1999

Phillip G. Chesson
Phillip G. Chesson
Registered Agent