P99000029756 CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION WISION OF CORPORATE 99 MAR 31 PM 4:08

OF

BAY LENDING OF NORTHWEST FLORIDA, 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 is BAY LENDING OF NORTHWEST FLORIDA, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3590 Melrose Avenue, Destin, FL 32541.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence M. Fuchs, Esq., 590 Royal Palm Beach Boulevard, Royal Palm Beach, FL 33411.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

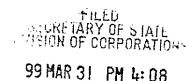
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Melanie Anderson, Director, President, P.O. Box 976, Destin, FL 32540.

The undersigned has executed these Articles of Incorporation this 31st day of March 1999.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

Chris Greenewell



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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:	BAY	LENDING	OF	NORTHWEST	

FLORIDA, INC.

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

LAWRENCE M. FUCHS, ESQ. 590 ROYAL PALM BEACH BOULEVARD ROYAL PALM BEACH, FLORIDA 33411

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 ALL MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LAWRENCE M. FUCHS, ESQ.