

ATTORNEY AT LAW

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KATHLEEN REYNOLDS

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April 12, 1999

Southeast Security, Inc.
3841-A Killearn Court
Tallahassee, FL 32308

VIA UPS OVERNIGHT MAIL

ATTENTION: Bette Bowden

Re: Articles of Incorporation for Joan K. Woodward, Licensed
Mortgage Broker, Inc.

Dear Ms. Bowden:

Enclosed please find the Articles of Incorporation and
Certificate of Designation of Registered Agent/Registered Office
for the above referenced corporation, together with a check made
payable to the Secretary of State in the amount of \$70.00
representing the filing fee. Please walk this application through
the Secretary of State's office, then fax the letter evidencing
filing to me at (850) 837-3317. Additionally, please mail your
bill for services rendered along with the hard copy of the letter
evidencing filing.

Thank you for your assistance in this regard. Should you have
any questions, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

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Enclosures
cc: Joan K. Woodward

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ARTICLES OF INCORPORATION
OF

JOAN K. WOODWARD, LICENSED MORTGAGE BROKER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 14 AM 11:41

APPROVED
AND
FILED

ARTICLE I - NAME

The name of this corporation is JOAN K. WOODWARD, LICENSED MORTGAGE BROKER, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

403 Verb Street
Ft. Walton Beach, Florida 32547

The mailing address of this corporation shall be:

403 Verb Street
Ft. Walton Beach, Florida 32547

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Joan K. Woodward
403 Verb Street
Ft. Walton Beach, Florida 32547

ARTICLE VI - INCORPORATORS

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

Joan K. Woodward
403 Verb Street
Ft. Walton Beach, Florida 32547


ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 7th day of April, 1999.


JOAN K. WOODWARD, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this _____ day of April, 1999, by JOAN K. WOODWARD, who is personally known to me or who has produced _____ as identification and acknowledged and declared that she executed the same for the uses and purposes therein set forth.

NOTARY PUBLIC
My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: JOAN K. WOODWARD, LICENSED MORTGAGE BROKER, INC.

2. The name and address of the registered agent is Joan K. Woodward, 403 Verb Street, Ft. Walton Beach, Florida 32547. The address of the principal office is 403 Verb Street, Ft. Walton Beach, Florida 32547.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 9th day of April, 1999.


JOAN K. WOODWARD
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 14 AM 11:41

APPROVED
AND
FILED