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April 21, 1999

AMSOUTH BANK BUILDING
SUITE 500
14 EAST WASHINGTON STREET
ORLANDO, FLORIDA 32801

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-04/26/99--01052--013
****122.50 *****78.75

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Atmor Mortgage


Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation;
2. Our firm check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00); the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions please contact the undersigned.

Sincerely,


Robert W. Anthony

RWA/kjh
Enclosures
cc: Andrea N. and Timothy J. Tolbert

**ARTICLES OF INCORPORATION
OF
ATMOR MORTGAGE CORPORATION**

RECORDED
DIVISION OF REVENUE
99 APR 26 PM 4:00

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Atmor Mortgage Corporation.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 321 Kingsbury Avenue, Sanford, Florida 32771.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so

to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 321 Kingsbury Avenue, Sanford, Florida 32771.

The name of the initial registered agent of this corporation at that address shall be Andrea N. Tolbert.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Andrea N. Tolbert	321 Kingsbury Avenue Sanford, Florida 32771	President
Timothy J. Tolbert	321 Kingsbury Avenue	Treasurer

Sanford, Florida 32771

Andrea N. Tolbert 321 Kingsbury Avenue Secretary
Sanford, Florida 32771

Andrea N. Tolbert 321 Kingsbury Avenue Director
Sanford, Florida 32771

Timothy J. Tolbert 321 Kingsbury Avenue Director
Sanford, Florida 32771

ARTICLE VIII - INCORPORATOR


The following is the name and street address of the
Incorporator to these Articles of Incorporation:

Andrea N. Tolbert
321 Kingsbury Avenue
Sanford, Florida 32771

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 21st day of April, 1999.

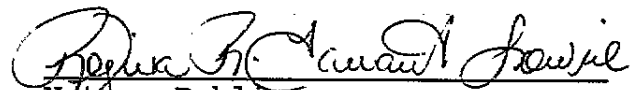
 (SEAL)
Andrea N. Tolbert
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Andrea N. Tolbert to me known or provided FLA Driver License as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and sworn before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of April, 1999.

(SEAL)


Notary Public
Print Name: Regina R. Tarrant Lowrie
My commission expires:
Commission No.:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**


SECRET
DIVISION 25
99 APR 25 11:14:00

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Atmor Mortgage, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Sanford, County of Seminole, State of Florida, has named as its Registered Agent, Andrea N. Tolbert 321 Kingsbury Avenue, in the City of Sanford, County of Seminole, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Andrea N. Tolbert