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MJC  
MICHAEL J. COOPER  
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

May 17, 1999

Florida Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **Mt. Million Mortgage Corp.**

200002878442--7  
-05/18/99--01034--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00

**TOTAL: \$ 78.75**

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/rrw  
Enclosures

FILED  
99 MAY 18 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

xc: Mr. Vincent S. Mazzurco  
(with enclosure)

5/21

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**ARTICLES OF INCORPORATION  
OF  
MT. MILLION MORTGAGE CORP**

FILED  
99 MAY 18 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is MT. MILLION MORTGAGE CORP. with a mailing address of 2935 SE 58th Avenue, Suite 2, Ocala, FL 34471 (Mailing Address: PO Box 1060, Ocala, FL 34478-1069).

**ARTICLE II - COMMENCEMENT AND DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V - REGISTERED OFFICE**

The street address of the initial principal office and registered office of the corporation is: 2935 SE 58th Avenue, Suite 2, Ocala, FL 34471 (Mailing Address: PO Box 1060, Ocala, FL 34478-1060). The name of its initial Registered Agent is VINCENT S. MAZZURCO.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director is:

**VINCENT S. MAZZURCO  
2935 SE 58th Avenue, Suite 2, Ocala, FL 34471  
(Mailing Address: PO Box 1060, Ocala, FL 34478-1060)**

## ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

**VINCENT S. MAZZURCO**  
**2935 SE 58th Avenue, Suite 2, Ocala, FL 34471**  
**(Mailing Address: PO Box 1060, Ocala, FL 34478-1060)**

## ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

## ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 17th day of May, 1999.

  
**VINCENT S. MAZZURCO,**  
**Incorporator**

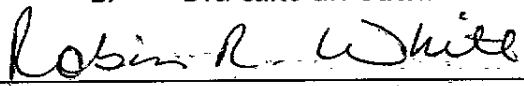
I, VINCENT S. MAZZURCO, accept the office of Registered Agent. I am located at 2935 SE 58th Avenue, Suite 2, Ocala, FL 34471 (Mailing Address: PO Box 1060, Ocala, FL 34478-1060), the registered office of this corporation.

  
**VINCENT S. MAZZURCO,**  
**Registered Agent**

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was sworn to and acknowledged before me this 17th day of April, 1999, by **VINCENT S. MAZZURCO**, as Incorporator and as Registered Agent, who:

- A) Is personally known to me OR
- B) Did take an oath.

  
**Signature of Notary Public**  
**Print Name: ROBIN R. WHITE**  
C:\GENERAL\CLIENTS\MAZZURCO.MT\RRW

**AFFIX SEAL EXPIRATION DATE:**

