

John C. Grimaldi
1144 Ocoee Apopka Road, Suite 100
Apopka, FL 32703

P99000058742

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-06/28/99--01052--003
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Dear Sirs:

Enclosed are two sets of the Articles of Incorporation for 2nd Source Funding, Inc., along with the applicable filing fees of one hundred twenty-two dollars and fifty cents.

If you have any questions concerning the above please feel free to call Lanny Hartsfield at (407) 862-1919. Thank you in advance for your assistance.

Very truly yours,

John C. Grimaldi

Enclosures

FILED
99 JUN 28 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-22-99

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EFFECTIVE DATE

6-22-99

ARTICLES OF INCORPORATION

OF

2nd SOURCE FUNDNG, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a person competent to contract subscribes to these Articles of Incorporation to form a for profit corporation under the laws of the State of Florida.

ARTICLE I

Name. The name and mailing address of this corporation is:

2ND Source Funding, Inc.
1144 Ocoee Apopka Road, Suite 100
Apopka, FL 32703

ARTICLE II

Business and Activities. This corporation may and is authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share, with the consideration to be paid for each share to be in money, property, or services actually performed as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall commence on date of execution and shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The address of the initial registered office of the corporation is 1144 Ocoee Apopka Road, Suite 100, Apopka, FL 32703, and the name of the initial registered agent of the corporation at that address is John C. Grimaldi.

ARTICLE VI

Number of Directors. This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting.

ARTICLE VII

Initial Board of Directors. The name and street address of the initial director of this corporation is:

John C. Grimaldi

1144 Ocoee Apopka Road, Suite 100
Apopka, FL 32703

ARTICLE VIII

Incorporator. The name and street address of the incorporator signing these articles is:

John C. Grimaldi

1144 Ocoee Apopka Road, Suite 100
Apopka, FL 32703

ARTICLE IX

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time-to-time provided for in the by-laws of this corporation.

ARTICLE X

Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any rights conferred by these Articles of Incorporation upon the shareholders are subject to this reservation.

ARTICLE XI

By-Laws. The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Board of Directors.

ARTICLE XII

Indemnification. This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by the law.

ARTICLE XIII

Right of First Refusal. No shareholder of this corporation shall have the right to sell or assign stock of this corporation without having first offered to sell such shares first to the corporation and then to other shareholders of the corporation at the same price and at the same terms and conditions pursuant to which the shareholder intends to sell their shares subject only to this right of first refusal in the corporation and the other shareholders.

Each stock certificate issued representing shares of this corporation shall bear a restrictive legend as follows:

Transfer of this certificate and the shares represented hereby is subject to the right of first refusal of the corporation and the other shareholders contained in the Articles of Incorporation of the corporation to which the holder hereof assents.

IN WITNESS WHEREOF, the undersigned does set their hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of June, 1999.

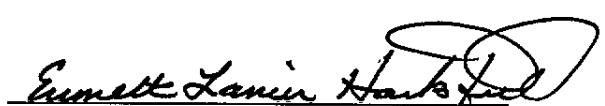

John C. Grimaldi

G654463432960
Florida Driver's License #

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared John C. Grimaldi, who produced a current driver's license issued by the State of Florida Department of Motor Vehicles as identification, and they executed the foregoing Articles of Incorporation in my presence freely and voluntarily, and for the uses and purposes expressed therein.

WITNESS my hand and official seal in the County and State aforesaid this 22nd day of June, 1999.


NOTARY PUBLIC, State of Florida

EMMETT LANIER HARTSFIELD
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires November 20, 1999
Commission # CC 511047

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

FILED
99 JUN 28 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Funding
2nd Source Mortgage Services, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 1144 Ocoee Apopka Road, Suite 100, Apopka, FL 32703, has named John C. Grimaldi, as its registered agent 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.

BY: 

Registered Agent

DATE: 6/22/99