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B & B MORTGAGE INC.
819 Townsend Blvd., Ste 10
Jacksonville, FL 32211

600002943586--8
-07/28/99-01024-016
*****18.75 *****18.75

Division of Corporations
P. O. BOX 6327
Tallahassee, FL 32314

SIR/MADAM:

Please acknowledge my application for Incorporation.

Enclosed please find two sets of Articles of Incorporation,
one for my file copy to be stamped by your department;
and, a Check in the amount of \$78.75 in payment for my
application fee.

Sincerely,

Hillary Baltimore
President

July 23, 1999

FILED
99 AUG 16 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 1999

HILLARY BALTIMORE
819 TOWNSEND BLVD., STE. 10
JACKSONVILLE, FL 32211

SUBJECT: B & B MORTGAGE GROUP INC.
Ref. Number: W99000017911

We have received your document for B & B MORTGAGE GROUP INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 799A00039270

ARTICLES OF INCORPORATION

OF

B & B MORTGAGE GROUP INC.

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is **B & B MORTGAGE GROUP INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in originating mortgage loans, selling mortgage loans to permanent investors, and servicing these loans. The Corporation may also provide real estate construction loans.

To render service, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and, with goods, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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TALLAHASSEE, FLORIDA

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To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for the officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation

To have and exercise all the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares common stock at \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The registered address of the principal office of the corporation in the State of Florida will be located at 819 Townsend Blvd., Suite 10, Jacksonville, Florida 32211. The registered agent in charge thereof is Hillary Baltimore of 3400 Townsend Blvd., Apt. 280, Jacksonville, Florida 32211.

The Board of Directors may from time to time move the office to any other place in Florida or any other state in the United States of America.

ARTICLE VII. DIRECTORS

This corporation shall have one Director initially. The number of directors may be increased or decreased from time to time. Any director may be removed at any time, with or without cause, by the shareholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors of the corporation is as follow:

Hillary Baltimore
President, Vice President, Secretary & Treasurer
3400 Townsend Blvd., Apt. 280
Jacksonville, Florida 32211

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

Hillary Baltimore
3400 Townsend Blvd., Apt. 280
Jacksonville, Florida 32211

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this Corporation shall not be required to make any person eligible to hold office or to become a director in this Corporation.

The stockholders, or any one or more of them, may by agreement record in the minute book of this Corporation, impose such restrictions on the sale, transfer or encumbrance of the stock in this Corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this Corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this Corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defects or insufficiency of notice.

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors are hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suite, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by the majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

ARTICLE XII. AMENDMENT

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 stockholders, and approved at a stockholders' meeting by majority vote of the stockholders' entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITH THE STATE.

Pursuant to Section 48.091, Florida Statutes, the following is submitted.

B & B Mortgage Group Inc.

Desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the **City of Jacksonville, County of Duval, State of Florida**, has named Hillary Baltimore as its agent to accept service or process within the State of Florida.

Hillary T. Baltimore
Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to comply with the provisions of law relating to keeping said office open.

Hillary T. Baltimore
Registered Agent

Dated: July 23, 1999

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