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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : WARNER FOX SEELEY DUNGEY & SWEET, LLP
Account Number : 076247002541
Phone : (561) 287-4444
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

HOMELIFE MORTGAGE COMPANY

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ARTICLES OF INCORPORATION
OF
HOMELIFE MORTGAGE COMPANY

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

HOMELIFE MORTGAGE COMPANY

The corporation's mailing address shall be:

3350 NW Royal Oak Drive, Jensen Beach, FL 34957

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

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

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ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1100 S. Federal Highway, Stuart, FL 34994.

The name of the initial registered agent of this corporation at that address is: M. LANNING FOX.

ARTICLE VI

DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

ARDEN DOSS, JR.	3350 NW Royal Oak Drive Jensen Beach, FL 34957
RENEE MOTTRAM DOSS	3350 NW Royal Oak Drive Jensen Beach, FL 34957

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

ARDEN DOSS, JR.
3350 SW Royal Oak Drive, Jensen Beach, FL 34957

ARTICLE VIII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Florida Statutes, Section 607.0203, this corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE XII

AMENDMENTS

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

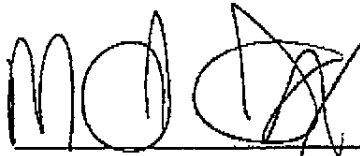
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of November, 1999.

Arden Doss, Jr.
Arden Doss, Jr.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for HOMELIFE MORTGAGE COMPANY, (corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in that capacity, and 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 as registered agent.

Dated this 9th day of November, 1999.



M. Lanning Fox
Registered Agent

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