

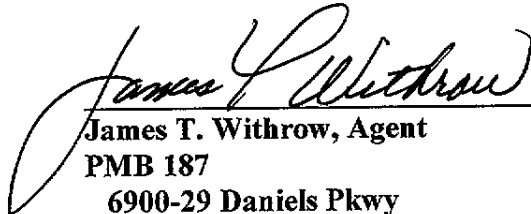
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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
Tallahassee, FL 32314

SUBJECT:

Enclosed is an original and one copy of the articles of incorporation and a designation and acceptance of registered agent for a Florida Corporation. Please provide a certificate of status and a certified copy of these articles. A check for \$78.75. is enclosed. This represents payment for Mortgage Investment Funding Group, Inc.


James T. Withrow, Agent
PMB 187

6900-29 Daniels Pkwy
Fort Myers, FL 33912
Phone: 941-768-2274

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TALLAHASSEE, FLORIDA

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**ARTICLE OF INCORPORATION
OF**

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TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATION NAME.

The name of this corporation is : GFC Investment & Consulting, Inc.

ARTICLE II.

PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are:

P.O. Box 61087
Fort Myers, FL 33906

ARTICLE III.

CAPITAL STOCKS.

The number of share of stock that is authorized to having outstanding at any one time is: 100

ARTICLE IV.

INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

James T. Withrow
13223 48th Court North
Royal Palm Beach, FL 33411

ARTICLE V.

INCORPORATION.

The name and street address of the incorporation: 13565 Eagle Ridge Drive # 1126
Fort Myers, FL 33912

The undersigned has executed these articles of incorporation on 8th day of
November, 1999.



Grace Vick, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is: **GFC Investment & Consulting, Inc.**
2. The name and address of the registered agent and office is:
James T. Withrow, 13223 48th Court North, Royal Palm Beach, FL 33411
Phone: 941-768-2274

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


James T. Withrow, Agent

Dated: November 8, 1999

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TALLAHASSEE, FLORIDA