



Department of State.

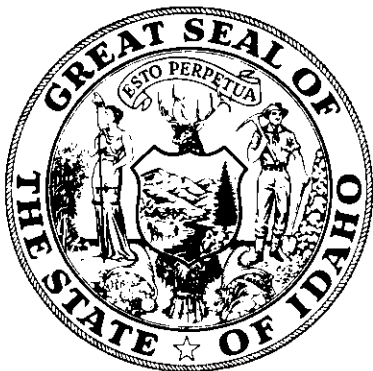
**CERTIFICATE OF AUTHORITY
OF**

EQUITY 1, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **EQUITY 1, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **EQUITY 1, INC.** to transact business in this State under the name **EQUITY 1, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 24,** 19 **80**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SECRETARY OF STATE

1. The name of the corporation is EQUITY 1, INC.
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Florida
4. The date of its incorporation is Sept. 29, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 5100 W. Kennedy Bld., Second Floor, Tampa, FL 33609
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Selling licenses for the establishment, organization and operation of brokers who arrange loans secured by mortgages or trust deeds on real property and all legal purposes.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
Earl Serap, Dir./Pres.		5100 W. Kennedy Blvd., 2nd Floor, Tampa, FL 33609
Joseph E. McClellan, V. P.		"
Richard A. Conner, Sr. V. P.		"
Barry G. Lastinger, V. P.		"
Robert D. Everding, V. P.		"
Sandra H. Piasecki, Secretary		"

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
7,000	common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 20, 19 80

By Earl Serap
Its President
and Sandra H. Piasecki
Its Secretary

STATE OF Florida)
COUNTY OF Hillsborough) ss:

I, Peggy Perez, a notary public, do hereby certify that on this 20th day of October, 19 80, personally appeared before me Earl Serap, who being by me first duly sworn, declared that he is the President of EQUITY 1, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission Expires:

April 3, 1984

Peggy Perez
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of Florida



Department of State

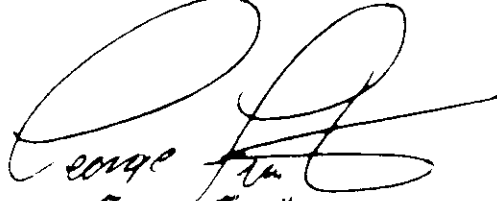
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SECRETARY OF STATE

I certify that the attached is a true and correct copy of Articles of Incorporation of EQUITY 1, INC., a corporation organized under the laws of the State of Florida, incorporated on September 24, 1979, as shown by the records of this office.



CER 101 Rev. 5-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
10th day of November, 1980.


George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
EQUITY 1, INC.

637295

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:
Equity 1, Inc.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or

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services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Suite 520, 4600 West Cypress Street, Tampa, Florida 33607, and the initial registered agent of this corporation at such office shall be Earl Serap. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at

which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Earl Serap	4600 West Cypress Street Tampa, Florida 33607

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Richard M. Leisner	2600 First Florida Tower Tampa, Florida 33602

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or

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adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.


(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


RICHARD M. LEISNER

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 14th day of
September, 1979, personally appeared RICHARD M. LEISNER, to me
well known to be the person described in and who signed the
foregoing Articles of Incorporation, and acknowledged to me
that he executed the same freely and voluntarily, for the uses
and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Karen L. Deem
NOTARY PUBLIC

My Commission Expires:
Notary Public, Florida, State at Large
My Commission Expires March 26, 1982

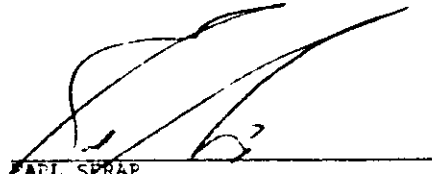
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EQUITY 1, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Earl Serap having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agreeer and consents to act in that capacity.

DATE: September 14, 1979


EARL SERAP

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