[illegible] CONSUMER EQUITY MORTGAGE CORPORATION 05/30/89

Secretary of State

Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 8917063 DP
DATE INCORPORATED: MAY 30, 1989
COUNTY : FULTON
EXAMINER : PAULA OVERTON
TELEPHONE : 404-656-2817

9

MAILED TO:

RICHARD L. NAGLE, JR.
3??? ROSWELL RD
ATLANTA GA 30342

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE SEAL OF MY OFFICE, THAT

"COMMERCE EQUITY MORTGAGE CORPORATION"

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCORPORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES THEREFOR PAID AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, BY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

AT : [illegible] 13, 1989

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES	CEMETERIES	CORPORATIONS	CORPORATIONS HOT-LINE
656-2894	656-3079	656-2817	404-656-2222 Outside Metro-Atlanta

89 034 055 000

ARTICLES OF INCORPORATION

COMMERCE EQUITY MORTGAGE CORPORATION

I.

The name of the corporation is COMMERCE EQUITY MORTGAGE CORPORATION

II.

The corporation shall have perpetual existence.

III.

The corporation is organized for pecuniary gain and profit, and the principle business to be transacted is any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code, including but not limited to, commercial and residential lending and related activities. In addition to the foregoing, the corporation shall have the following powers: to lend money and extend credit; to buy, hold for investment, sell, lease, rent, operate, manage and otherwise deal in real and personal property; to enter into any lawful bond or contract of guaranty, surety or endorsement, whether or not it has a direct benefit or interest therein; to make a purely accomodation bond, guaranty, endorsement or contract of suretyship, and to secure same by mortgage, pledge or otherwise; to compensate its officers and/or employees by bonuses or other forms of retroactive payment; to enter into partnerships, joint ventures and associations; to borrow money, issue bonds and promissory notes, and other obligations and evidences of indebtedness, and to secure same by mortgage, deed, pledge or otherwise; and the power to do anything necessary, proper, useful or incidental to carry on its business.

IV.

The corporation is organized pursuant to the Georgia Business Corporation Code.

V.

The corporation shall have authority to issue not more than 1,000,000 shares of common stock with no par value.

VI.

The corporation shall not commence business until it shall have received not less than $1,000.00 in payment for the issuance of shares of common stock.

VII.

The initial registered office of the corporation shall be located at 3975 Roswell Road, Atlanta, Georgia, 30342.

VIII.

The initial registered agent of the corporation at the registered office shall be Richard L. Nagle, Jr.

IX.

The Board of Directors shall consist of three persons. The initial Directors shall be:

Richard L. Nagle, Jr., 5162 Chalet Court, Doraville, Ga.30360
William T. Altman, 4783 Hickory Court, Lilburn, Ga. 30247
Charles D. Holland, 1049 Retner Drive, Mableton, Ga. 30059

X.

The name of the incorporator is Richard L. Nagle, Jr. whose address is: 3975 Roswell Road
Atlanta, Georgia 30342

IN WITNESS WHEREOF, the undersigned executes these ARTICLES OF INCORPORATION.

Richard L. Nagle, Jr.
Incorporator

88 034 055 000

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: MAX CLELAND
Secretary of State
Suite 315 West Tower
2 M. L. King, Jr. Drive
Atlanta, Georgia 30334

I, Richard L. Nagle, Jr., do hereby consent to serve as registered agent for the corporation Commerce Equity Mortgage Corporation.

This 26th day of May, 1989

Richard L. Nagle, Jr.
3975 Roswell Road
Atlanta, Fulton County, Georgia
30342

Secretary of State

Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 05/03/89
DOCKET NUMBER : 89122320
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-2821

REQUESTED BY:

RICHARD L. NAGLE
3975 ROSWELL ROAD
ATLANTA GA 30342

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS, PROFESSIONAL ASSOCIATIONS AND LIMITED PARTNERSHIPS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"COMMERCE EQUITY MORTGAGE CORPORATION"

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F) AND SIX CALENDAR MONTHS FOR BANKS (BR) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP OR APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A $20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.

Max Cleland

MAX CLELAND
SECRETARY OF STATE

Ben Howell

BEN WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES	CEMETERIES	CORPORATIONS	CORPORATIONS HOTLINE
656-2894	656-3079	656-2817	404-656-2222 Outside Metro-Atlanta

89 034 055 000

NAGLE, RATELLE & DENNARD

ATTORNEYS AT LAW

RICHARD L. NAGLE JR. PC
MICHAEL J. RATELLE PC
SARAH E. DENNARD PC

9975 ROSWELL ROAD N.E.
ATLANTA, GEORGIA 30342
(404) 266-1797

May 26, 1989

Secretary of State
West Tower, Suite 315
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Dear Sirs,

Please file the enclosed incoporation documents and return to me along with certificate of incorporation.

Sincerely,

Richard L. Nagle, Jr.

NAGLE, RATELLE & DENNARD

ATTORNEYS AT LAW

RICHARD L. NAGLE JR., P.C.
MICHAEL J. RATELLE, P.C.
SARAH E. DENNARD, P.C.

1075 ROSWELL ROAD, N.E.
ATLANTA, GEORGIA 30342
(404) 266-1797

June 6, 1989

Paula Overton, Corporations
2 Martin Luther King, Jr. Drive
Suite 315, West Tower
Atlanta, Georgia 30334

Dear Mrs. Overton,

Enclosed are corrected Articles of Incorporation per your notice. Sorry for error.

Sincerely,

Richard L. Nagle, Jr.

89 034 055 000

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BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

Filing Date	Code	Docket No	
Approved Exam		Amt $	By
Charter Number	8911063	Completed	

DO NOT WRITE ABOVE THIS LINE – SOS USE ONLY

NOTICE TO APPLICANT PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

Corporate Name: Commerce Equity Mortgage Corporation

Mailing Address: 3[illegible] Roswell Road

City: Atlanta County: Fulton State: Georgia Zip Code: 30342

Form Submitted By: Richard L. Nagle, P.C., Incorporation

Secretary of State $ 4[illegible].00 Check No [illegible]

Clerk of Court $ [illegible].00 Check No 4[illegible] County: Fulton

Publisher $ [illegible] Check No 4[illegible] Name: Fulton County Daily Report

Incorporator: Richard L. Nagle, Jr.

Address: 3[illegible] Roswell Road

City: Atlanta State: Georgia Zip Code: 30342

Registered Agent/Office: Richard L. Nagle, Jr.

Address: 3[illegible] Roswell Road

City: Atlanta County: Fulton State: Georgia Zip Code: 30342

INCORPORATION FILING CHECK OFF LIST

	Applicant	Examiner
1. Original and two conformed copies of Articles of Incorporation	✓	
2. Corporate name certificate enclosed and verified	✓	
3. Publisher's and Clerk's checks enclosed and verified	✓	
4. Consent form enclosed and verified	✓	
5. Corporate duration and statutory authority stated	✓	
6. Number shares, par value, minimum capital stated	✓	
Number of directors and their names and addresses	✓	

Applicant Attorney: Richard L. Nagle, Jr. Telephone: 26[illegible]

Address: 3[illegible] Roswell Road

City: Atlanta State: Georgia Zip Code: 30342

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: [illegible] Date: May 26, 1989

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