

**ARTICLES OF INCORPORATION
OF
SANFORD MORTGAGE, INC.**

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Certificate of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be Sanford Mortgage, Inc.

ARTICLE TWO

The period of the corporation's existence is perpetual.

ARTICLE THREE

The purpose for which the corporation is formed is to engage as a mortgage broker.

The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the incorporate objectives expressed above.

ARTICLE FOUR

The address of the initial registered office of the corporation is 29 Eddings Lane, Montevallo, Alabama 35115, and the name of the initial registered agent at such address is Cindy Sanford.

ARTICLE FIVE

A) The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock at a par value of One Dollar (\$1.00) per share. Cindy Sanford will hold 50% of the shares of stock, and Leonard Sanford will hold 50% of the shares of stock.

B) In connection with the sale of any authorized but uninsured shares of common stock with the corporation, the Directors may by resolution deny preemptive rights to existing share holders.

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C) All shares of stock issued by the corporation shall be subject to the following restrictions on transfer, which shall be done on the certificate:

1) No common stock of the corporation shall be transferred unless the holder of the restricted security offers it first to the corporation and then to any other holders of the common stock of the corporation, a prior opportunity to be exercised within a reasonable time, to acquire the restricted securities.

2) No shareholder may transfer any restricted security to any person or entity in competition with this corporation.

D) Shares having a par value may be sold for such dollars as shall be fixed from time to time by the Board of Directors.

ARTICLE SIX

Provisions for the regulation of the internal affairs of the corporation are:

A) The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. The affirmative vote of the majority of the shares represented at the meeting and entitled to vote on subject matter shall be act of the shareholders, except that this instrument may not be amended except for the affirmative vote of the majority of the shares issued and entitled to vote thereon.

B) The power to alter, amend or appeal the by-laws, or adopt new by-laws is vested in the Board of Directors.

C) Upon written request of any shareholder, the corporation shall send out its most recent statement. The corporation will mail to each of the shareholders not later than 120 days after the close of its fiscal year a financial statement, including a balance sheet as of the end of such fiscal year and a statement of income for such fiscal year.

ARTICLE SEVEN

A) The initial Board of Directors of the corporation shall consist of two people, whose names and addresses are:

Cindy Sanford, President and Secretary
29 Eddings Lane
Montevallo, Alabama 35115

Leonard Sanford, Vice-President and Treasurer
29 Eddings Lane
Montevallo, Alabama 35115

They shall serve as directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified.

B) The director, by vote, shall have authority to fix compensation for the directors.

ARTICLE EIGHT

The name and address of the incorporator is:

Cindy Sanford
29 Eddings Lane
Montevallo, Alabama 35115

ARTICLE NINE

Cindy Sanford shall serve as President and Secretary, and Leonard Sanford as Vice-President and Treasurer of the corporation until the first annual meeting of the share holders, or until their successor or successeees are elected and qualified.

IN WITNESS WHEREOF, the undersigned incorporator has caused this instrument to be executed on this 8th day of November, 1997.


CINDY SANFORD, Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Sanford Mortgage, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Chris Battles, 3150 Highway 52 West, Pelham, AL 35124 for a period of one hundred twenty days beginning October 29, 1997 and expiring February 27, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 29, 1997

Date



Jim Bennett

Secretary of State



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