STATE OF NEW HAMPSHIRE

Filing fee: \$35.00 Use black print or type. Leave 1" margins both sides. Filed

William M. Gardner

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Secretary of State

RESTATED ARTICLES OF INCORPORATION INCLUDING DESIGNATED AMENDMENT(S)

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENT(S):

Name of corporation as presently recorded: Financial Resources & Assistance of the Lakes Region, Inc.

(Here insert the Restated Articles of Incorporation, as amended including the Designated Amendments.)

See Restated Articles of Incorporation, as amended including the Designated Amendments, attached as Schedule 1.

This filing and the Restated Articles of Incorporation,. Including Designated Amendments, shall be effective as of 12:01 a.m. on January 1, 2008.

State of New Hampshire
Form 16A - Restated Articles with Designated Amendments 6 Page(s)



[Attach additional sheet(s) for more space. Insert corporate name at top of each page.]

page 1 of 3

CD Corp 16-a Pg 1 V-1.0

Common Stock,

\$1.00 par value

OF Financial Resources & Assistance of the Lakes Reigon, Inc.

If the amendment(s) provides for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment(s);

Not applicable.

Except for the Designated Amendment(s) to Article(s) (Note 1)

Fourth, Fifth, Sixth, Seventh, Eighth, and Ninth. New Article Eleventh, Twelth and the Restated Articles of Incorporation correctly set forth without change the Thirteenth. amended, and the Restated Articles of Incorporation together with the Amendment(s) designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

	(Check one) The restated articles conta of directors and did not r The restated articles shareholder approval.	equire shareholder ap	proval.
SECOND:	The amendment(s) were adopted	on (date) December	12, 2007
THIRD: T	he amendment(s) were approve	ed by the shareholders	. (Note 2)
Designation (class or series of voting gro Common Stock, \$1.00 par value	Number of shares outstanding 15,000	Number of votes entitled to be cast	Number of votes indisputably represented at the meeting
Designation (class or series) of voting grou	· · · · · · · · · · · · · · · · · · ·	VA1	Total number of undisputed votes cast FOR

15,000

OF Financial Resources & Assistance of the Lakes Region, Inc.

FOURTH: The number cast for the amendment(s) by each voting group was sufficient for approval.

Dated	December	13 = 2007	
		Financial Resources & Assistance of	
		the Lakes Region, Inc.	(Note 3)
		Ву	(Note 4)
		Signature of its President	
		Scott D. Farah	
		Print or type name	· · · ·

- Notes: 1. Here insert Restated Article $\underline{\text{NUMBER(S)}}$ which are being amended at this time.
 - 2. All sections under "THIRD" must be completed. If any voting group is entitled to vote <u>separately</u>, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 - 3. Exact corporate name of corporation adopting the restated articles of incorporation.
 - 4. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State, State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

RESTATED ARTICLES OF INCORPORATION

OF

FINANCIAL RESOURCES NATIONAL, INC.

ARTICLE FIRST: CORPORATE NAME

The name of the Corporation is "Financial Resources National, Inc."

ARTICLE THIRD: PURPOSES

The Corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA Chapter 293-A, as such chapter now exists or is amended hereafter, or under any successor statute. The principal purpose for which the Corporation is organized is to serve as a commercial and residential mortgage broker and/or lender.

ARTICLE FOURTH: CAPITAL STOCK

Section 1. Capitalization. The total number of shares of capital stock which the corporation is authorized to issue is One Million (1,000,000) shares of Common Stock, \$1.00 par value per share. The capital stock to be issued by the Corporation will be sold or offered for sale in the State of New Hampshire within the meaning of RSA Chapter 421-B (Uniform Securities Act). The shares may be issued by the Corporation from time to time by a vote of its Board of Directors without the approval of its shareholders.

Section 2. No Preemptive Right to Acquire Shares. The holders of shares of Common Stock shall not have any preemptive or preferential right to subscribe for or otherwise to acquire the Corporation's unissued shares of Common Stock, or any warrants to purchase such shares or securities convertible into such shares, whether now or hereafter authorized.

Section 3. Voting Rights; Quorum Requirements. Each holder of shares of Common Stock shall be entitled to one vote on all matters for each share held by such holder. A majority of the outstanding shares of Common Stock, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the shareholders. Except as provided by law or in these Articles of Incorporation, a vote of a majority of shares of Common Stock represented in person or by proxy at a duly constituted meeting of the shareholders shall be required to approve any matter presented for consideration. There shall be no cumulative voting rights in the election of Directors. Upon liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock are entitled to share ratably in the net assets of the Corporation available for distribution.

ARTICLE FIFTH: DELETED

ARTICLE SIXTH: DELETED

ARTICLE SEVENTH: BYLAWS

The provisions of the Bylaws of the Corporation may be amended or repealed by a majority of the full Board of Directors, subject to the right of the shareholders to amend or repeal any such action by the Board of Directors by a vote of a majority of the shares of Common Stock at a duly constituted meeting called for such purpose.

ARTICLE EIGHTH: REGISTERED AGENT

The address of the registered office of the Corporation is 15 Northview Drive, Meredith, New Hampshire 03253 and the name of the initial registered agent at such address is Scott D. Farah.

ARTICLE NINTH: DIRECTORS

Section 1. Number; Election of Directors. The Corporation shall be under the direction of a Board of Directors. The number of Directors shall not be less than one (1) nor more than ten (10) Directors, such number to be fixed from time to time by a majority of the full Board of Directors. The Board of Directors shall be elected annually by the shareholders at an annual meeting. Directors shall be elected by a plurality of the votes cast by the holders of shares of Common Stock, to hold office for a term expiring at the next succeeding annual meeting of shareholders, or until their respective successors are elected and qualified.

Section 2. Vacancy. Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected to serve the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next annual meeting of the shareholders. No decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3. Removal. Any Director (including persons elected by Directors to fill vacancies in the Board of Directors) may be removed from office for any reason by the affirmative vote of a majority of the shares of Common Stock at a duly constituted meeting of shareholders called for such purpose. Any Director may also be removed by a vote of two-thirds of the remaining Directors if they determine in the exercise of their reasonable judgment that such Director has violated any general standard of conduct for Directors as prescribed from time to time by the Board of Directors.

ARTICLE ELEVENTH: LIMITATION OF LIABILITY

No Director or officer shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or failure to take any action as a Director or officer, notwithstanding any provision of law imposing such liability, except liability for (i) the amount of a financial benefit received by a Director or officer to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) an intentional violation of criminal law; or (iv) a distribution to shareholders in violation of RSA 293-A:8.33, as now existing or as hereafter amended. This provision shall be construed to eliminate or limit the personal liability of the Directors and officers of the Corporation to the fullest extent permitted by the laws of the State of New Hampshire, as now existing or as hereafter enacted or amended. If the New Hampshire Business Corporation Act, or any successor statute, is amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of the Directors or officers of the Corporation, then the liability of the Directors and officers of the Corporation shall, as a result of the adoption of such amendment, and without the requirement of any action on the part of the shareholders or directors of the Corporation, be eliminated or limited to the fullest extent permitted by such amendment. Any amendment to or repeal of this provision shall not adversely affect any right or protection of any Director or officer existing at the time of such amendment or repeal.

ARTICLE TWELFTH: MERGER, CONSOLIDATION AND SALE OF ASSETS

No merger or consolidation of the Corporation with or into any other corporation or entity or sale of all or substantially all of the assets of the Corporation to any other corporation or entity shall be consummated without an affirmative vote of two-thirds of the shares of Common Stock entitled to vote at a duly constituted meeting called for such purpose.

ARTICLE THIRTEENTH: AMENDMENT OF ARTICLES OF INCORPORATION

No amendment or repeal of any provision of these Articles of Incorporation shall be made, unless the same is first approved by a vote of a majority of the full Board of Directors, and thereafter approved by a vote of a majority of shares of Common Stock at a duly constituted meeting, except that any provision of these Articles of Incorporation stipulating shareholder approval by a vote of more than a majority of the shares of Common Stock may be amended or repealed only after approval by the same vote required by such provision. Unless otherwise provided by law, any amendment, or repeal so acted upon shall be effective on the date it is filed with the Secretary of State of New Hampshire or on such other date as specified in such amendment or repeal.

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