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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

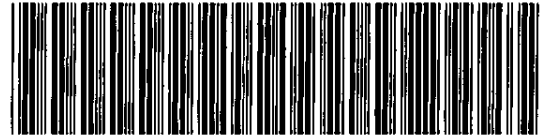
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LOANPROPOSALS.COM, INC.
(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Lymari Adams
(Contact Person)

The Brennan Law Firm
(Firm/Company)

1214 E. Robinson St.
(Address)

Orlando, FL 32801
(City, State and Zip Code)

For further information concerning this matter, please call:

Lymari Adams at (407) 893-7888
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

*STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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CERTIFICATE OF CONVERSION
FROM
MORTGAGE STRATEGIES, LLC
INTO
LOANPROPOSALS.COM, INC.

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Pursuant to section 608.4403 and 607.1115, Florida Statutes, the following business entity hereby submits the attached Articles of Incorporation and this Certificate of Conversion to convert to a Florida profit corporation:

FIRST: The name of the current business immediately prior to filing this document was: Mortgage Strategies, LLC, a Florida limited liability company *620000210395*

SECOND: The date on which and the jurisdiction in which the business was first created or otherwise came into being are:

- A. Date: October 7, 2002
- B. Jurisdiction: State of Florida
- C. If different from the above noted jurisdiction, the jurisdiction immediately

prior to its conversion: N/A


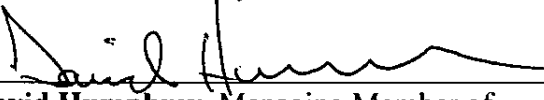
THIRD: The name of the Florida corporation as set forth in the attached Articles of Incorporation is: LOANPROPOSALS.COM, INC.

FOURTH: The effective date shall be the date of filing with the Florida Department of State.

I acknowledge that my execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

I have hereunto set my hand and seal, this 13th day of July, 2006.

Witnesses:



David Humphrey, Managing Member of Mortgage Strategies, LLC and President of LOANPROPOSALS.COM, INC.

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ARTICLES OF INCORPORATION
OF
LOANPROPOSALS.COM, INC.

The undersigned incorporator and subscriber makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a for profit corporation under the Florida Business Corporation Act, Florida Statute Chapter 607, and does hereby make and adopt the following Articles of Incorporation:

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ARTICLE I
NAME

The name of the corporation is **LOANPROPOSALS.COM, INC.** The principal office address of the corporation is: 2582 S. Maguire Road, Suite 108, Ocoee, FL 34761.

ARTICLE II
PURPOSE

The corporation is organized as a for profit corporation under the provisions of Chapter 607 of the Florida Statutes. This corporation may engage in any activity or business permitted under the

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders, or until their successors are elected and qualified, or until their resignation, removal from office, or death are as follows:

<u>Name</u>	<u>Address</u>
David Humphrey	2582 S. Maguire Road Suite 108 Ocoee, FL 34761

ARTICLE VIII
BYLAWS

The original Bylaws are to be made by the Board of Directors. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the Board of Directors at any annual or special meeting, provided legal notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

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ARTICLE X
INDEMNIFICATION

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which such director or officer may be a party, or in which he or she may become involved by reason of being or having been a director or officer at the time said expense and liabilities were incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director and officer may be entitled.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1214 E. Robinson Street, Orlando, Florida 32801, and the name of the initial registered agent of this corporation is Sancha Brennan Whynot.

I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof, I have hereunto set my hand and seal, this 12th day of July, 2006.

Witnesses:

Kari Tuohy
M. Ann [Signature]

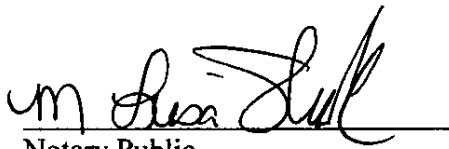
Incorporator:

[Signature]
SANCHA B. WHYNOT

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of July, 2006, by SANCHIA B. WHYNOT, who () is personally known to me or () has produced _____ as identification.



Notary Public
My Commission Expires:



M Lisa Stuck
My Commission DD383838
Expires September 08, 2008

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to accept service of process for LOANPROPOSALS.COM, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



Sancha B. Whynot
Registered Agent

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