

P96000011914

LAW OFFICES OF
STEVEN I. GREENWALD, P.A.
BOCA PALM PROFESSIONAL PLAZA
5971 NORTH FEDERAL HIGHWAY, SUITE 1005
BOCA RATON, FLORIDA 33487

STEVEN I. GREENWALD
OF COUNSEL
ARNOLD Y. STEINBERG
BRANDON J. DOUGLAS

TELEPHONE (407) 864-8600
FAX (407) 864-8689

August 24, 1995

UPS OVERNIGHT

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
LUXURY & COUNTRY CLUB MORTGAGE, INC.
LUXURY & COUNTRY CLUB TITLE, INC.

000001705320
13202296-01065-009
***245.00 ***122.50

Dear Sir or Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation for each of the above-captioned corporations. Also enclosed, please find our check in the amount of \$245.00 representing the filing fee.

Please return one copy of each of the Articles stamped received together with the certificate and corporate number in the enclosed, UPS OVERNIGHT ENVELOPE provided for your convenience.

Thank you and if you have any questions, please do not hesitate to contact this office.

Very truly yours,

Steven I. Greenwald/d

Steven I. Greenwald
SIG/d
Enclosures

2/6/96
TB

ARTICLES OF INCORPORATION
OF
LUXURY & COUNTRY CLUB MORTGAGE, INC.

RECORDED
INDEXED
SEP 12 1965
ALLAMOUNTAIN RECORDS

The undersigned, acting as incorporator pursuant to and under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:

LUXURY & COUNTRY CLUB MORTGAGE, INC.

ARTICLE II

The corporation shall commence its existence upon filing with the Secretary of State of Florida, and its existence thereafter shall be perpetual.

ARTICLE III

The purpose of this corporation is to engage in the transaction of any and all business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares of capital stock that the corporation shall have authority to issue is One Hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial registered office of the corporation is 6971 N. Federal Highway, Suite 105, Boca Raton, Florida 33487. The name of the initial registered agent to accept service of process at such

address, as set out in the Florida Statutes Section 607.164 in STEVEN I. GREENWALD. The Board of Directors may in its sole discretion change the location of the corporation and the designation of the registered agent for service of process and notify the Secretary of State of same, without the need of any amendment to these Articles of Incorporation. The Corporation's principal office and the Corporation's mailing address are both 6971 N. Federal Highway, Suite 105, Boca Raton, Florida 33487.

ARTICLE VI

The number of directors of this corporation shall consist of one (1) or more members, as may be more specifically stated in the By-Laws of the corporation. The name and address of the initial Board of Directors of the corporation is

JOHN POLETTTO
c/o 6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487

MARK NESTLER
c/o 6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487

Said director(s) shall hold office for the first year of the corporation's existence, or until the successors are elected and qualified.

ARTICLE VII

The name and address of the person(s) signing these Articles of Incorporation as subscriber and incorporator is:

JOHN POLETTTO
c/o 6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487

MARK NESTLER
c/o 6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487

ARTICLE VIII

This corporation shall adopt By-Laws and said By-Laws shall be made by the Board of Directors and may be amended, altered or rescinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

Members of the Board of Directors or the Executive Committee, if any, shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers and regulate the powers of the corporation, the Directors and all the stockholders of all classes, including but not limited to, provisions for cumulative voting for the directors, election of officers, and provisions governing the issuance of stock certificates. The foregoing powers and limitations may be incorporated in the corporation's By-Laws, or placed in the corporate Minutes after authorization by a majority vote of the shares entitled to vote.

The corporation as designated from time-to-time by the Board of Directors, or its shareholders acting in place of the Board of Directors, if there be no Board of Directors, shall have the power to hold its respective directors' and shareholders' meetings outside the State of Florida, and to keep its books (subject to the

Florida General Corporation Act) outside the State of Florida.

ARTICLE IX

The shareholders of all classes are herein specifically denied any pre-emptive rights as to new issues of newly authorized shares, as to new issues of originally authorized shares.

ARTICLE X

Amendments to these Articles of Incorporation shall be adopted by a majority vote of the Board of Directors and proposed by said Board of Directors to the shareholders of the corporation at any regular or special meeting of the shareholders called for that purpose. A majority vote of all shareholders present and entitled to vote at a duly constituted meeting of the shareholders called for the aforesaid purpose shall be necessary to amend these Articles of Incorporation.

ARTICLE XI

Every Director, and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification shall apply only when the Board of

Directors approve such settlement and reimbursement as being for the best interest of the corporation.

The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation pursuant to and under the laws of the State of Florida, this 29th day of January, 1996.

By: _____

John Poletto
JOHN POLETTO

By: _____

Mark Nestler
MARK NESTLER

STATE OF FLORIDA
COUNTY OF Palm Beach

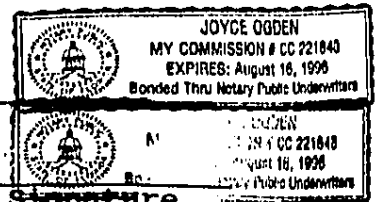
The foregoing instrument was acknowledged before me this 29th day of January, 1996, by JOHN POLETTO and MARK NESTLER who are personally known to me or who have produced identification as shown below and did (did not) take an oath.

SWORN to and SUBSCRIBED before me on the day and year above written.

Joyce Ogden
Notary Public

JOYCE OGDEN

Printed Notary Public Signature



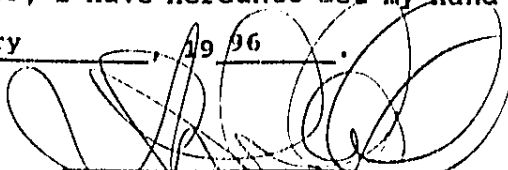
Notary Check One:

- () Person(s) signing document personally known to me.
() Person(s) signing document provided the following form of identification: _____
identification: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto and to comply with the provisions of all other Statutes relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this
29th day of January, 1996.



STEVEN I. GREENWALD, ESQUIRE
6971 N. Federal Highway
Suite 105
Boca Raton, Florida 33487
Telephone: (407) 994-5560

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB -2 PM 12:36

P9600011414

Requestor's Name _____
 Address _____
 City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) **700001998807--3**
3. _____ (Corporation Name) _____ (Document #) **-11/07/96--01032--018**
*******35.00 *****35.00**
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>TC</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 DEC -2 AM 9:57

TLL DEC 2 - 1996

Examiner's Initials	_____
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LAW OFFICES OF
STEVEN I. GREENWALD, P.A.
BOCA PALM PROFESSIONAL PLAZA
6071 NORTH FEDERAL HIGHWAY, SUITE 108
BOCA RATON, FLORIDA 33487

STEVEN I. GREENWALD
OF COUNSEL
BRANDON J. DOUGLAS

TELEPHONE (561) 994-5560
FAX (561) 994-5529

November 25, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Att: Thelma Lewis

Re: Luxury & Country Club Mortgage, Inc.
Ref. No. P96000011414

Dear Ms. Lewis:

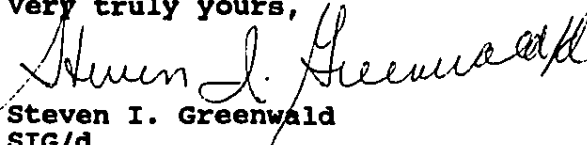
In accordance with your letter to us dated November 13, 1996,
enclosed please find the following:

1. Copy of your letter dated November 13, 1996;
2. Original and one copy of Articles of Amendment To
Articles of Incorporation of Luxury & Country
Club Mortgage, Inc.; and,
3. Original and one copy of Affidavit.

Please file the Articles of Amendment and Affidavit and stamp the
copies as proof of filing and forward back to us in the enclosed
envelope provided for your convenience together with the
Certificate of Amendment.

Thank you and please do not hesitate to contact us should you
require further information.

Very truly yours,


Steven I. Greenwald
SIG/d
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

STEVEN I. GREENWALD, ESQ.
BOCA PALM PROFESSIONAL PLAZA
6971 NORTH FEDERAL HIGHWAY, SUITE 105
BOCA RATON, FL 33487

SUBJECT: LUXURY & COUNTRY CLUB MORTGAGE, INC.
Ref. Number: P9600011414

We have received your document for LUXURY & COUNTRY CLUB MORTGAGE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

Please correct the Florida Statutes, for which the Articles of Amendment are being filed under to 601.1006. Also the amendment must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 196A00051792

LAW OFFICES OF
STEVEN I. GREENWALD, P.A.

BOCA PALM PROFESSIONAL PLAZA
8071 NORTH FEDERAL HIGHWAY, SUITE 100A
BOCA RATON, FLORIDA 33487

STEVEN I. GREENWALD
OF COUNSEL
BRANDON J. DOUGLAS

TELEPHONE (561) 994-8860
FAX (561) 994-8829

November 4, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution of NP Mortgage, Inc.

Articles of Amendment to Articles of Incorporation
of Luxury & Country Club Mortgage, Inc.

Dear Sir or Madam:

Enclosed please find original and one (1) copy of Articles of Dissolution of NP Mortgage, Inc. and the original and one (1) copy Articles of Amendment to Articles of Incorporation of Luxury & Country Club Mortgage, Inc. dissolving NP Mortgage, Inc. and changing the company name from Luxury & Country Club Mortgage, Inc. to NP Mortgage, Inc.

Please be advised that the Articles of Dissolution must be filed first and then the Articles of Amendment.

Kindly file the originals and stamp the copies as proof of filing and return the same with Certificate of Dissolution and Certificate of Amendment in the enclosed, postage paid, self-addressed envelope provided for your convenience. Also enclosed, please find our firm's checks payable to the Secretary of State in the amount of \$35.00 each representing the filing fee for said Articles of Dissolution and Articles of Amendment.

Thank you and if you have any questions, please do not hesitate to contact our office.

Very truly yours,


Steven I. Greenwald
/SIG/d
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 9:57

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LUXURY & COUNTRY CLUB MORTGAGE, INC.


Pursuant to Florida Statutes Section 607.1006 the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. Article I is hereby amended to read as follows:

"The name of the corporation shall be NP MORTGAGE, INC.

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon pursuant to Florida Statutes Section 607.1006.), on 10/1/96.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this 15th day of November, 1996.



John Poletto, Incorporator
President



Mark Nestler, Incorporator
Secretary

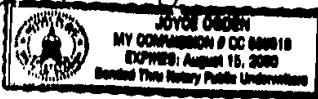
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of November 1996, by John Poletto, Incorporator of LUXURY & COUNTRY CLUB MORTGAGE, INC. a Florida corporation, on behalf of the Corporation who is personally known to me or who has produced identification as shown below and did/did not take an oath.

SWORN to and SUBSCRIBED before me on the day and year above written.

Joyce Ogden
Notary Public

My Commission Expires:



- Person(s) signing document personally known to me.
 Person(s) signing document provided the following form of identification: _____.

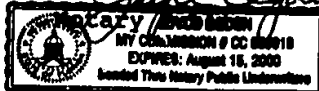
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of November 1996, by MARK NESTLER, Incorporator of LUXURY & COUNTRY CLUB MORTGAGE, INC., a Florida corporation, on behalf of the Corporation who is personally known to me or who is personally known to me or who has produced identification as shown below and did/did not take an oath.

SWORN to and SUBSCRIBED before me on the day and year above written.

Joyce Ogden
Notary Public

My Commission Expires:



- Person(s) signing document personally known to me.
 Person(s) signing document provided the following form of identification: _____.

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared, JOHN POLETTO and MARK NESTLER, who, after being first duly sworn before the undersigned authority, depose and say:

1. That Affiant JOHN POLETTO is the President and Incorporator of NP MORTGAGE, Inc.

2. That Affiant MARK NESTLER is the Secretary and Incorporator of NP MORTGAGE, INC.

3. That Articles of Dissolution of NP MORTGAGE, INC. were duly executed and filed with the Secretary of the State of Florida on November 7, 1996.

4. That in accordance with Florida Statute 607.1006, JOHN POLETTO, President and Incorporator and MARK NESTLER, Secretary and Incorporator permit the immediate assumption of the name of NP MORTGAGE, INC. by the filing of the Articles of Amendment to Articles of Incorporation of Luxury & Country Club Mortgage, Inc.

FURTHER AFFIANTS SAYETH NOT.

John Poletto 11/21/96
John Poletto, Affiant
Mark Nestler
Mark Nestler, Affiant

The foregoing instrument was acknowledged before me this 21ST day of November, 1996 by JOHN POLETTO and MARK NESTLER who are personally known to me.

Joyce Ogden
Notary Public
State of Florida at Large
My Commission Expires:

