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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requester's Name  
Address  
City State ZIP Phone

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VALIDATION ONLY

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Veterans Benefit Mortgage Corporation

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DIVISION OF CORPORATION

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk in
- Will Wait
- Pick Up
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Name
Availability
Document
Examiner K. Rolfe APR 30 1998
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified copy

ARTICLES OF INCORPORATION

of

VETERANS BENEFIT MORTGAGE CORPORATION

(name of corporation)

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TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VETERANS BENEFIT MORTGAGE CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

FIVE HUNDRED THOUSAND PREFERRED SHARES PAR VALUE ONE HUNDRED DOLLAR.

The corporation is authorized to issue TWO MILLION COMMON shares (2,000,000) of ONE CENT Dollar(s) (\$ 0.01) par value ~~Common Stock~~ which shall be designated "~~Common Shares~~".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	SHALOM GOLDBERG		
ADDRESS	3395 N. DIXIE Hwy. #3		
CITY	BOCA RATON	FLORIDA	ZIP 33431

The principal office, if known, or the mailing address of the corporation is:

NAME	VETERANS BENEFIT MORTGAGE CORPORATION		
ADDRESS	3395 N DIXIE Hwy. #3		
CITY	BOCA RATON	FLORIDA	ZIP 33431

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

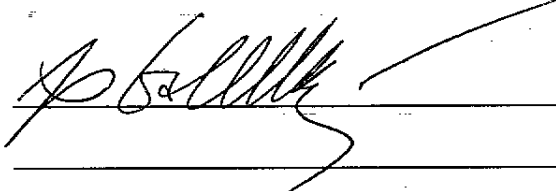
NAME	SHALOM GOLDBERG		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431
NAME	JUDITH SPERLING		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431
NAME	WILLIAM HARRISON		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SHALOM GOLDBERG		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431
NAME	JUDITH SPERLING		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431
NAME	WILLIAM HARRISON		
ADDRESS	3395 N. DIXIE HWY #3		
CITY	BOCA RATON	STATE	FL ZIP 33431

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29 day of APRIL, 19 98.

 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

CERTIFICATE AND KNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED  
98 APR 30 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

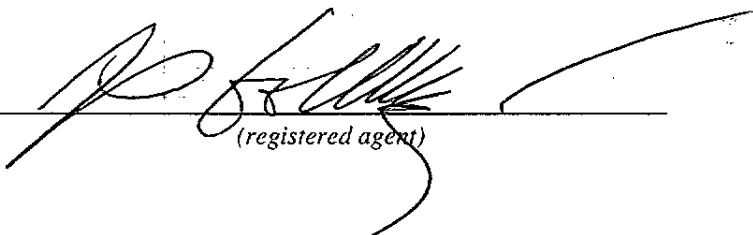
VETERANS BENEFIT MORTGAGE CORPORATION  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at SHALOM GOLDBERG  
3395 N. DIXIE Hwy #3 BOCA RATON FL 33431  
has named SHALOM GOLDBERG  
located at the aforesaid address, as its Registered Agent to accept service of process within  
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the obliga-  
tions of that position, I hereby accept to act in this capacity, and agree to comply with the  
provisions of Florida Law in keeping open said office.

  
(registered agent)