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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

DIRECT LENDING MORTGAGE CORP.

Certificate of Status	0
Certified Copy	1
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6-4-99

ARTICLES OF INCORPORATION
OF

DIRECT LENDING MORTGAGE CORP.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS DIRECT LENDING MORTGAGE CORP.

ARTICLE II - DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III - PURPOSE

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

- 1) THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE TO HAVE OUTSTANDING AT ANY ONE TIME IS ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING A VALUE OF ONE DOLLAR (\$1.00) PER SHARE.
- 2) THE CAPITAL STOCK MAY BE PAID FOR BY THE PROPERTY, LABOR OR SERVICES, AT A JUST VALUATION TO BE FIXED BY THE INCORPORATORS, OR BY THE DIRECTORS AT A MEETING CALLED FOR SUCH PURPOSE OR AT THE ORGANIZATION MEETING.
- 3) PROPERTY, LABOR OR SERVICES MAY ALSO BE PURCHASED OR PAID FOR WITH THE CAPITAL STOCK AT A JUST VALUATION OF SAID PROPERTY, LABOR OR SERVICES TO BE FIXED BY THE DIRECTORS OF THE COMPANY. STOCK IN OTHER CORPORATIONS OR ONGOING BUSINESSES MAY BE PURCHASED BY THE CORPORATION IN RETURN FOR THE ISSUANCE OF ITS CAPITAL STOCK AND SAID PURCHASE SHALL BE ON SUCH BASIS AND FOR SUCH CONSIDERATIONS AND FOR THE ISSUANCE OF SO MUCH OF THE CAPITAL STOCK AS THE DIRECTORS OF THE CORPORATION MAY DECIDE.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT AND OFFICE OF THIS CORPORATION:

Prepared by: NAME
ace! Industries, Inc.
 54 Northwest 11th St.
 Miami, FL 33136
 (305) 358-2571

ADDRESS
 2595 N. FEDERAL HWY
 FT LAUDERDALE, FL 33305

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ARTICLE V(A) – PRINCIPAL OFFICE AND MAILING ADDRESS

THE PRINCIPAL OFFICE AND MAILING ADDRESS OF THIS CORPORATION IS 2595 N. FEDERAL HWY., FT LAUDERDALE, FL 33305

ARTICLE VI – INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE FOUR (4) DIRECTORS INITIALLY, THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

<u>NAME</u>	<u>ADDRESS</u>
JULIE LOVE	5133 ROTHSCHILD DRIVE CORAL SPRINGS, FL 33067
WILLIAM L HARPER III	5133 ROTHSCHILD DRIVE CORAL SPRINGS, FL 33067
DAVID DeLISA	5430 LYONS ROAD #209 COCONUT CREEK, FL 33073
TED ANDREW HALL	5911 NW 13th st Sunrise Fl 33313

ARTICLE VII – INDEMNIFICATION

THIS CORPORATION MAY INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULLEST EXTENT PERMITTED BY LAW.

ARTICLE VII – AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

ARTICLE XI – EFFECTIVE DATE

THIS CORPORATION SHALL COMMENCE AS OF JUNE 4, 1999.

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STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED _____ KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS _____ DAY OF _____, 1999.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

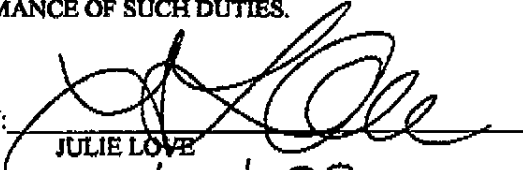
MY COMMISSION EXPIRES:

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
DIRECT LENDING MORTGAGE CORP.**

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION FOR DIRECT LENDING MORTGAGE CORP., JULIE LOVE HEREBY AGREES TO ACT IN THAT CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF SUCH DUTIES.

BY: 
JULIE LOVE
DATED: 6-11-99

STATE OF FLORIDA)
)
COUNTY OF BROWARD)


BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED JULIE LOVE, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR DIRECT LENDING MORTGAGE CORP. AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THOSE CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR DIRECT LENDING MORTGAGE CORP.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS _____ DAY OF _____ 1999.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

Incorporator, Julie Love 5733 Rothschild
dr. Coral Springs, FL 33067

 6-11-99
Incorporator's signature
Julie Love

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TALLAHASSEE, FLORIDA

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