

1201 HAYS STREET
TALLAHASSEE, FL 32310-3000
800-342-8086
P96000061399



PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 027755 7105571

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : July 22, 1996

ORDER TIME : 5:32 PM

600001801856

ORDER NO. : 027755

CUSTOMER NO: 7105571

CUSTOMER: David Lifshultz, Esq
DAVID LIFSHULTZ, ESQ

913 Normandy Drive

Miami Beach, FL 33141

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 23 PM 12:09

DOMESTIC FILING

NAME: RUSH MORTGAGE LENDING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

df
7/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 23 AM 10:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 23 PM 12:00

ARTICLES OF INCORPORATION

OF

RUSH MORTGAGE LENDING CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 507 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RUSH MORTGAGE LENDING CORPORATION

The address of the principal office of this corporation shall be 913 Normandy Drive, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Mayo Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

David Lifshultz	913 Normandy Drive
Dir./Pres.	Miami Beach, Florida 33141

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VIII. INCORPORATOR

96 JUL 23 PM 12:00

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1301 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 22, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACG/das

196000061399



ACCOUNT NO.

REFERENCE

AUTHORIZATION

COST LIMIT

RECEIVED

96 SEP -9 PM 12:35

DIVISION 072100000032

057060

7105571

Piggitt

FILED
96 SEP -9 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 16, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 057060

CUSTOMER NO: 7105571

CUSTOMER: David Lifshultz, Esq
David Lifshultz, Esq
913 Normandy Drive

Miami Beach, FL 33141

Talman Piggitt

500001942245

CHANGE OF AGENT

NAME: RUSH MORTGAGE LENDING
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez

FILED
96 SEP -9 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RAO
KRB
9/10

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Rush Mortgage Lending Corporation

1b. The mailing address of the corporation is: 913 Normandy Drive, Miami Beach, Florida 33141

1c. Date of Incorporation: July 23, 1996 Document number: p96000061399

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

3. The name and address of the now registered agent and office: (P.O. Box Not Acceptable)

David Lifshultz, ESQ.

913 Normandy Drive

Miami Beach, Florida 33141

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David Lifshultz, President
(Signature of an officer, chairman or
vice chairman of the board)

8/25/96

(Date)

David Lifshultz, President and Registered Agent

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and competent performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: ABOVE

(Signature of Registered Agent)

(Date)

If signing on behalf on an entity:

(Typed or Printed Name)

(Capacity)