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Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MORTGAGE LOAN DEPOT, LLC

Certificate of Status	0
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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MORTGAGE LOAN DEPOT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be MORTGAGE LOAN DEPOT, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 6893 S.W. 18th Street, Suite 201, Boca Raton, Florida 33433.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and address of the registered agent of the Company in the state of Florida are Andrew S. Goldwyn, Esquire, 455 Fairway Drive, Suite 104, Deerfield Beach, FL 33441.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

Andrew S. Goldwyn, Esq., Fla. Bar # 0008583
455 Fairway Drive, Suite 104
Deerfield Beach, Florida 33441
Telephone No.: (561) 427-2430

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ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The power to adopt, alter, amend or repeal the regulations of this Company shall be vested in the members of the Company.

The names and addresses of the members are:

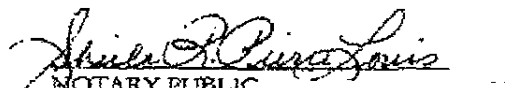
NAME	ADDRESS
Craig Zeuner	6893 S.W. 18 th Street, Suite 201 Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Deerfield Beach, Florida, on the 13th day of March 2003.


ANDREW S. GOLDWYN
Authorized representative of a member

STATE OF FLORIDA)
COUNTY OF BROWARD)

Sworn to and subscribe before me this 13th day of March 2003, by ANDREW S. GOLDWYN, who: is personally known to me OR, who produced the following form of identification


NOTARY PUBLIC
Name: Sheila R. Pierre-Louis
Commission Number: DD005268
My commission expires: 11/14/06
(SEAL)

SHEILA R. PIERRE-LOUIS
Notary Public, State of Florida
My comm. exp. Nov. 14, 2006
Comm. No. DD 185288

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF**

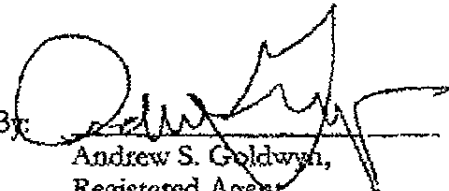
MORTGAGE LOAN DEPOT, LLC

Under the provisions of Section 608.415 or 608.507, Florida Statutes, **MORTGAGE LOAN DEPOT, LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **MORTGAGE LOAN DEPOT, LLC**.
2. The name and street address of the registered agent in Florida is:

Andrew S. Goldwyn, Esquire
455 Fairway Drive, Suite 104
Deerfield Beach, FL 33441

The undersigned, being the person named in the articles of organization of **MORTGAGE LOAN DEPOT, LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

By: 
Andrew S. Goldwyn,
Registered Agent

Dated: March 13, 2003

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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