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LAW OFFICES
Kulatz & Dobbins, P.A.

Member: NTSB Bar Assoc.

Florida Aviation Law Comm.

Suite 4R

The Trial Lawyers Building
633 S.E. Third Avenue
Fort Lauderdale, FL 33301
(954) 527-0002
FAX: (954) 524-5143
EMAIL: kdavlaw@aol.com

December 17, 2001

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Florida Division of Corporations
Attn: New Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Amended Articles

Gentlemen:

I am submitting amended articles for filing together with a check to cover the necessary fees for your consideration.

Please file the enclosed Amended Articles of Incorporation for Wholesale Direct Mortgage, Inc. f/k/a Smart Mortgage Finance Co.

I have enclosed two copies of the articles so that you will have one to return to me with the "date stamp" of the division evidencing the filing of the papers. Also enclosed is a stamped envelope for your use in sending back the return copy with the division "date filed" stamp on it.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

Thanks for your help with this matter.

Cordially,


Conrad S. Kulatz, Esq.

For the Firm.

Amended & Restated & N/C

W6101501/K-32049

FILED
SECRETARY OF CORPORATIONS
01 DEC 19 PM 2:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 19 PM 2:25

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
Smart Mortgage Finance Co.
now known as
Wholesale Direct Mortgage, Inc.**

The Articles of Incorporation of Smart Mortgage Finance Co. were amended and restated by the Board of Directors on December 11, 2001. The corporation is filing these amended and restated Articles of Incorporation pursuant to F.S. 607.0602.

1. Shareholder approval is not required to amend the Articles of Incorporation of Smart Mortgage Finance Co.
2. The following articles restate, amend and replace the prior articles for Smart Mortgage Finance Co. as follows:

ARTICLE I. NAME

The name of the corporation shall henceforth be:

Wholesale Direct Mortgage, Inc.

The principal place of business of this corporation shall be 7300 W. Camino Real Suite 130, Boca Raton, Florida 33433.

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 a par value of \$10.00 per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation shall be 633 S.E. Third

Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the resident agent of the corporation at that address is Attorney Conrad S. Kulatz at Kulatz & Dobbins, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation

that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares held by all shareholders including shares of shareholders who do not exercise their preemptive rights. He shall pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his preemptive rights. The intended result being that each shareholder shall have the opportunity to purchase sufficient shares of any issue, to keep the same share holding ratio to the total outstanding shares he enjoyed before the issue.

ARTICLE VIII. PERSONAL LIABILITY

The shareholders of this corporation shall have no personal liability for the debts of this corporation.

ARTICLE IX. DIRECTORS

This corporation shall have Two (2) Directors. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The names and address of the Directors of the Corporation are:

William E. Kaczor, Sr.
7300 W. Camino Real Suite 130
Boca Raton, Florida 33433

William E. Kaczor, Jr.
7300 W. Camino Real Suite 130
Boca Raton, Florida 33433

ARTICLE X. SUBSCRIBERS


The names and street address of the subscribers to these Amended and Restated Articles of Incorporation are:

William E. Kaczor, Sr.
7300 W. Camino Real Suite 130
Boca Raton, Florida 33433

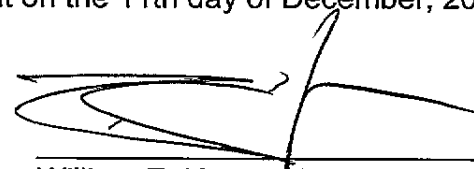
William E. Kaczor, Jr.
7300 W. Camino Real Suite 130
Boca Raton, Florida 33433

3. The foregoing amendments restating the articles of incorporation were duly adopted by the Board of Directors on December 11th, 2001.

IN WITNESS WHEREOF, the undersigned Officers and Directors of this corporation have executed these Articles of Amendment on the 11th day of December, 2001.



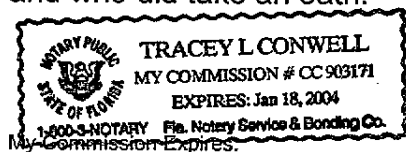
William E. Kaczor Sr., President



William E. Kaczor Jr., Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of December, 2001 by William E. Kaczor, III and William E. Kaczor IV who are personally known to me and who did take an oath.



01-18-04



Notary Public

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes, as amended.

December 11th, 2001



Conrad S. Kulatz, Esquire

W6101501/K-32046