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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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ACCOUNT NO. : 072100000032

REFERENCE : 740151 4304009

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : June 21, 2000

ORDER TIME : 10:23 AM

ORDER NO. : 740151-005

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CUSTOMER NO: 4304009

CUSTOMER: Ms. Cathy Zaccardo
SHUTTS & BOWEN
SHUTTS & BOWEN
1500 Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: MITIGATION CREDIT SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 22 AM 11:21

RECEIVED

PJ 6-22

ARTICLES OF INCORPORATION
OF
MITIGATION CREDIT SALES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MITIGATION CREDIT SALES, INC.

The address of the principal office of this corporation shall be 3215 Northwest 10th Terrace, Ste. 209, Fort Lauderdale, Florida 33309, 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 1000 shares of common stock having \$.01 par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lewis J. Lautin Dir/President	3215 Northwest 10th Terrace, Ste 209, Fort Lauderdale, Florida 33309
David L. John Dir/Vice Pres.	3215 Northwest 10th Terrace, Ste 209, Fort Lauderdale, Florida 33309
George I. Platt Dir/Sec/Treas.	3215 Northwest 10th Terrace, Ste 209, Fort Lauderdale, Florida 33309

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on June 22, 2000.

Laura R. Dunlap

Its Agent, Laura R. Dunlap
Incorporator

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.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

CLD/pej

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