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LARRY LEGEL, TRUSTEE

5100 N. Federal Highway, Suite 409  
Ft. Lauderdale, FL 33308

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(954) 493-8300 Fax  
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-08/24/00--01082--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

August 21, 2000

Secretary of State  
Corporate Name Division  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen,

Enclosed please find herewith Articles of Incorporation to be  
filed for TOPS MORTGAGE, INC.

Please accept our check for \$70 for incorporation fees.

Thank you for your assistance.

Sunshine,

*Larry Legel*  
LARRY LEGEL, TRUSTEE

FILED  
00 AUG 24 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/29

ARTICLES OF INCORPORATION

OF

TOPS MORTGAGE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is TOPS MORTGAGE, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically to engage in the business of MORTGAGE BROKERAGE.

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 1,000,000 shares of no par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Ten Thousand Dollars (\$10,000).

ARTICLE V

This Corporation is to exist perpetually.

FILED  
00 AUG 24 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

No officers, directors or shareholders shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is:  
5100 N. FEDERAL HIGHWAY, SUITE 409 FT. LAUDERDALE, FL 33308  
the name of its initial registered agent is LARRY LEGEL.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The names and street addresses of the initial directors of this Corporation are:

- |     |               |   |
|-----|---------------|---|
| (1) | DOUG REYNAERT | 4204 23RD ST.<br>ALVA, FL 33920                               |
| (2) | LARRY LEGEL   | 5100 N. FEDERAL HIGHWAY, SUITE 409<br>FT. LAUDERDALE FL 33308 |

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. The number of directors of this Corporation shall be not less than two (2).

ARTICLE IX

The names and street addresses of the subscribers to these Articles of Incorporation, together with the number of shares of stock and value of consideration therefore are as follows:

	SHARES	CONTRIBUTION
(1) DOUG REYNAERT 4204 23RD ST. ALVA, FL 33920	100,000	\$10,000

ARTICLE IX (CON'T)

(2) LARRY LEGEL 100,000 \$10,000  
5100 N. FEDERAL HIGHWAY, SUITE 409  
FT. LAUDERDALE, FL 33308

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as "Section 1244 Stock", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors:

ARTICLE XIII

The directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of the directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings or regular meetings of the Board of Directors by means of a conference telephone, as provided by law.

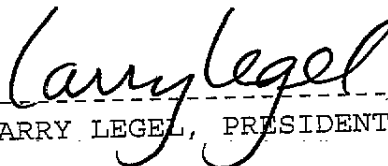
ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

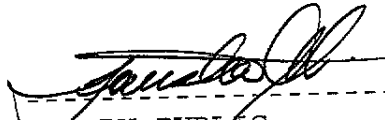
IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 21st day of AUGUST, 2000.

  
LARRY LEGEL, PRESIDENT

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

BEFORE ME, a notary public authorized to take  
acknowledgments in the State and County set forth above,  
personally appeared LARRY LEGEL, known to me and known by me to be  
the person who executed the foregoing Articles of Incorporation,  
and he acknowledged before me that he executed those Articles of  
Incorporation, and he proved his identity by driver's license.

IN WITNESS WHEREOF, I have hereto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 21th day of August, 2000.

  
-----  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,  
the following is submitted:

First - That TOPS MORTGAGE, INC.  
desiring to organize or qualify under the laws of the State  
of Florida with its principal place of business at Ft.  
Lauderdale, State of Florida, has named LARRY LEGEL,  
located at:

5100 N. Federal Highway, Suite 409  
Ft. Lauderdale, FL 33308

as its agent to accept service of process within Florida

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 AUG 24 PM 3:10

FILED

Signature

LARRY LEGEL

Title

TRUSTEE

Date

8/21/00

Having been named to accept service of process for the  
above stated corporation, at the place designated in this  
certificate, 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.

Signature

LARRY LEGEL, Resident Agent

Date

8/21/00