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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 819277 118429A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - 1 PM 4: 46

ORDER DATE : September 1, 2000

ORDER TIME : 3:07 PM

ORDER NO. : 819277-005

CUSTOMER NO: 118429A

CUSTOMER: Steven P. Lee, Esq
Steven P. Lee, Esq

1699 Coral Way, Suite 502

Miami, FL 33145

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*****70.00 *****70.00

DOMESTIC FILING

NAME: ~~LEE MORTGAGE COMPANY~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

2544

WSSO-21713

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 5, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: LEE MORTGAGE COMPANY
Ref. Number: W00000021713

We have received your document for LEE MORTGAGE COMPANY. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 700A00046920

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**ARTICLES OF INCORPORATION
OF LEE MORTGAGE SERVICES, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be LEE MORTGAGE SERVICES, INC.

ARTICLE II- PURPOSE

The purposes and general nature of the business to be conducted and transacted by the corporation shall include, without limitation, the following:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own

capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. To represent foreign manufacturers for sales in the United States, to arrange and enter into sales contracts, to arrange importation and financing of foreign products and all other incidental operations which are either necessary or desirable in connection with the above operation.

G. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III- STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of no par value.

ARTICLE IV- CAPITAL

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

ARTICLE V- DURATION

The existence of this corporation shall be perpetual.

ARTICLE VI- PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1699 Coral Way, Suite 502, Miami, Florida 33145-2860.

ARTICLE VII- BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than 1 and not more than 3 members.

ARTICLE VIII- DIRECTORS

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS
Steven P. Lee	1699 Coral Way Suite 502 Miami, Florida 33145-2860

ARTICLE IX- REGISTERED AGENT

The registered agent and the registered office for this corporation is:

Steven P. Lee
1699 Coral Way, Suite 502
Miami, Florida 33145-2860

ARTICLE X- SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100 is as follows:

NAME	ADDRESS	SHARE
Steven P. Lee	1699 Coral Way Suite 502 Miami, FL 33145-2860	1,000

ARTICLE XI- OFFICERS

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Steven P. Lee - President/Vice-
President/Secretary/Treasurer

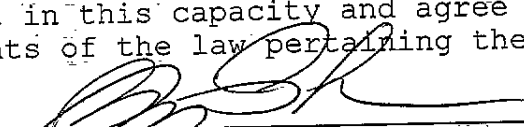
ARTICLE XII- ELECTIONS

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the stockholders at a

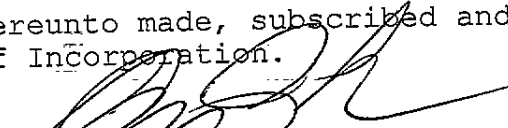
meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII- ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Steven P. Lee - Registered Agent

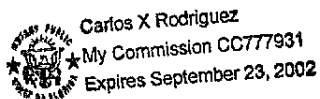
IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.


Steven P. Lee, Subscriber

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I hereby certify that on this day personally appeared to me well known to be the same persons described in and who executed these Articles of Incorporation, and they acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

Sworn to, subscribed and acknowledged before me at Miami, Miami-Dade County, Florida, this 31st day of August, 2000, by Steven P. Lee who is personally known to me and did take an oath.




NOTARY PUBLIC
State of Florida at Large

My commission expires:

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

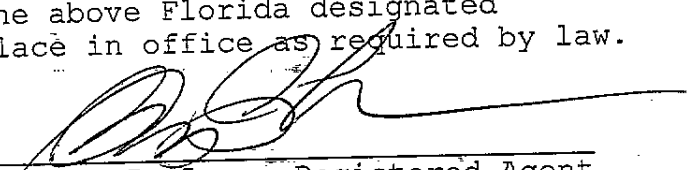
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Certificate of Designating Place of Business or Domicile for the
Service of Process Within This State, Naming Agent Upon Whom
Process May Be Served and Names and Addresses of the Officers and
Directors.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

LEE MORTGAGE SERVICES, INC. , a corporation organized (or organizing)
under the laws of the State of Florida with its principal office
at 1699 Coral Way, Suite 502, in the City of Miami, County of
Miami-Dade, State of Florida, has named, Steven P. Lee located at
City of Miami, County of Dade, State of Florida, as its agent to
accept service of process within this State. 33145-2860

ACCEPTANCE: I agree as Resident Agent to accept Service of
Process: to keep my office open during prescribed hours; and to
post my name (and any Officer of said corporation authorized to
accept service of process at the above Florida designated
address) in some conspicuous place in office as required by law.


Steven P. Lee - Registered Agent