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ACCOUNT NO. : 072100000032

REFERENCE : 928445 124904A

AUTHORIZATION :

Patricia Pizjuts

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 12 PM 1:53

ORDER DATE : December 12, 2000

ORDER TIME : 12:36 PM

ORDER NO. : 928445-005

CUSTOMER NO: 124904A

300003497643--8

CUSTOMER: John P. Miller, Cpa
John P. Miller, C.p.a., P.a.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: REO PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS
00 DEC 12 PM 12:57

RECEIVED

gg 12/12/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

00 DEC 12 PM 1:53

of

REO PARTNERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

REO PARTNERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

REO Partners, Inc.
2200 N. Federal Hwy. Ste. 305A
Boca Raton, FL 33431

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

John P. Miller
2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller
2499 Glades Rd. Ste. 305A
Boca Raton, FL 33431

ARTICLE IX - OFFICERS AND DIRECTORS

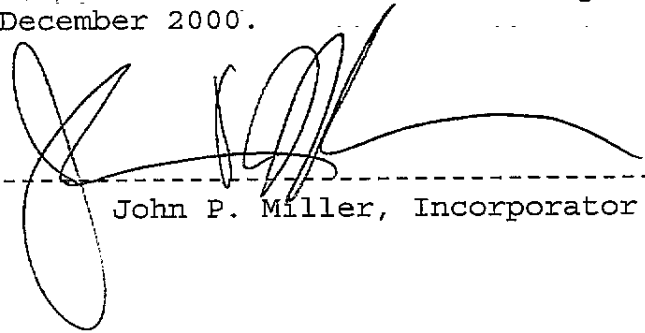
The name, address, and title of the initial one corporate officer is as follows:

Bradford R. Geisen, President
2200 N. Federal Hwy. Ste. 203
Boca Raton, FL 33431

The name, address, and title of the initial one corporate director is as follows:

Bradford R. Geisen, Director
2200 N. Federal Hwy. Ste. 203
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this eleventh day of December 2000.



John P. Miller, Incorporator

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

00 DEC 12 PM 1:53

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is REO Partners, Inc.
2. The name and address of the registered agent and office is:

John P. Miller
2499 Glades Rd. Suite 305A
Boca Raton, FL 33431

SIGNATURE 

TITLE: Registered Agent

DATE: December 11th, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: December 11th, 2000