

Ronald L. Platt, Esq.
ATTORNEY AT LAW



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170 NW Spanish River Blvd.
Boca Raton, FL 33431
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January 8, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400003536334-6
-01/12/01-01096-012
****122.50 *****78.75

Re: Bankers Mortgage Financial of Florida, Inc.

Dear Sirs:

Enclosed herein please find 2 two sets of the fully executed Articles of Incorporation for the above noted Corporation along with my check for the filing fee of \$122.50.

Please return 1 filed set to me at your earliest possible convenience.

Thank you.

Sincerely,

RONALD L. PLATT, ESQ.

RLP/eg
encls:

511-2544
W01-1228

FILED
2001 FEB - 7 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/8/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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2001 FEB -7 PM 2: 37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 17, 2001

RONALD L. PLATT, ESQUIRE
170 NW SPANISH RIVER BLVD.
BOCA RATON, FL 33431

SUBJECT: BANKERS MORTGAGE FINANCIAL OF FLORIDA, INC.
Ref. Number: W01000001228

We have received your document for BANKERS MORTGAGE FINANCIAL OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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.

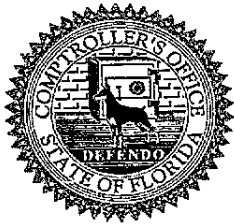
Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 501A00002539



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE 32399-0350

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 30, 2001

Ronald L. Platt, Esq.
170 NW Spanish River Blvd.
Boca Raton, FL 33431

RE: Bankers Mortgage Finance, Inc.

Dear Mr. Platt:

Thank you for your recent letter requesting approval for use of the above referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

AH/lam

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance
Department of Banking and Finance

ARTICLES OF INCORPORATION

OF

Bankers Mortgage Finance, Inc.

A Florida Corporation

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2001 FEB -7 PM 2:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribed, acknowledges, and files the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Bankers Mortgage Finance, Inc.

ARTICLE II

The street address in this State of the principal office of this corporation shall be:

5340 N. Federal Highway, Suite 201

Lighthouse Point, FL 33064

ARTICLE III

The corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE IV

The general nature of the business to be conducted by this corporation shall be
mortgage brokers

and further:

1. To engage in any and all lawful businesses, trades, occupations and professions.
2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgage transfers of corporate property or the instruments to secure the payment of corporation indebtedness as may be required.
3. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
4. To enter into, make, perform and carry out contracts and agreements of every kind and for every lawful purpose without limit as to amount with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

5. To carry on any or all of its operations and businesses, and to promote its purposes within the State of Florida or elsewhere, without restrictions to place or amount; and to use, exercise and enjoy all of the general powers of like corporations.
6. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, allows, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.
7. To do all things enumerated, set forth and authorized by Florida Statutes 1975, Section 607.011.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows

1,000	shares of common stock at
\$1.00	per share, par value

The entire voting power of the corporation shall be vested in the common stockholders, and each share of common stock shall be entitled to one vote, as shall be more fully set forth and determined in the By-Laws of this corporation. Other rights and interest accruing to each share of common stock which are not contained in these Articles of Incorporation shall be more fully determined and set forth in the By-Laws.

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marsha L. Gandy	5340 N. Federal Highway, Suite 201 Lighthouse Point, FL 33064
Ronald L. Platt	5340 N. Federal Highway, Suite 201 Lighthouse Point, FL 33064

ARTICLE VIII

The names and street addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen are:

NAME AND ADDRESS

OFFICE HELD

Marsha L. Gandy
5340 N. Federal highway, Suite 201
Lighthouse Point, FL 33064

President, Treasure, Secretary

Ronald L. Platt
5340 N. Federal Highway, Suite 201
Lighthouse Point, FL 33064

Vice-President

ARTICLE IX

The street address of the initial registered office is: 5340 N. Federal Highway, Suite 201, Lighthouse Point, FL 33064
and the name of the initial registered agent of this corporation at that address is:

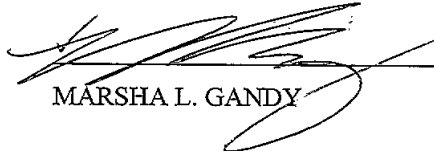
Marsha L. Gandy

ARTICLE X

The name and address of the subscriber to those Articles of Incorporation is as follows:

Marsha L. Gandy
5340 N. Federal Highway, Suite 201
Lighthouse Point, FL 33064


IN WITNESS WHEREOF, the subscriber has affixed his signature, this 2 day of February, 2001.

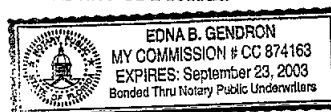
 (SEAL)
MARSHA L. GANDY

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Marsha L. Gandy, who after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Dated at Boca Raton, Palm Beach County, Florida, this 2nd day of February, 2001


Notary Public/State of Florida

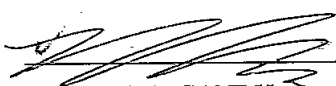


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ACKNOWLEDGMENT OF REGISTERED AGENT 2001 FEB -7 PM 2:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for **Bankers Mortgage Finance, Inc.**, a Florida corporation, at the place designed in the foregoing Articles of Incorporation, I hereby accepts to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.

 (SEAL)
MARSHA L. GANDY

Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First that **Bankers Mortgage Finance, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Lighthouse Point, County of Broward, State of Florida, has named Marsha L. Gandy, located at 5340 N. Federal Highway, Suite 201, Lighthouse Point, FL 33064, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated to this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARSHA L. GANDY

Registered Agent