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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 024561 7229106

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pyjunt

ORDER DATE : February 20, 2001

ORDER TIME : 10:16 AM

ORDER NO. : 024561-005

CUSTOMER NO: 7229106

900003743329--0

CUSTOMER: Monica Miller, Legal Asst
Simon, Sigalos & Spyredes

Suite 100-d
4800 North Federal Highway
Boca Raton, FL 33431

DOMESTIC FILING

NAME: REO.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:_____

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

PH 2/20/01

RECEIVED
01 FEB 20 PM 12:07
DIVISION OF CORPORATION

FILED

ARTICLES OF INCORPORATION

01 FEB 20 PM 12:19

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REO.COM, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

REO.COM, INC.

The address of the principal office of this corporation shall be 4710 NW Boca Raton Boulevard, Suite 203, Boca Raton, Florida 33431 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any and all lawful activities and business consistent with the marketing of real estate, transfer of real estate information and any other 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 10,000,000 shares of common stock having no par value and 10,000,000 shares of preferred stock having no par value.

ARTICLE IV. REGISTERED AGENT/ADDRESS

The street address of the initial registered office of the corporation shall be 4710 NW Boca Raton Boulevard, Suite 203, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation shall be Simon, Sigalos & Spyredes, P.A., The Sanctuary Centre, 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431.

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 one or more Directors. The names and street addresses of the initial members of the Board of Directors are:

Richard Huff
4710 NW Boca Raton Boulevard
Suite 203
Boca Raton, Florida 33431

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Treasurer/Secretary
Vice President

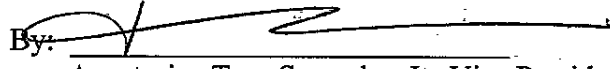
Richard Huff
Richard Huff

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Simon, Sigalos & Spyredes, P.A., The Sanctuary Centre, 4800 North Federal Highway, Suite 100-D, Boca Raton, Florida 33431.

The undersigned has executed these Articles of Incorporation this 19th day of February 2001.

Simon, Sigalos & Spyredes, P.A.

By: 
Anastasios Tom Spyredes, Its Vice President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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.COM, INC.**
2. The name and address of the registered agent and office is:

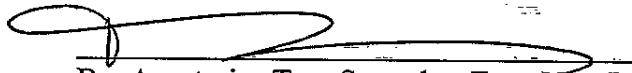
SIMON, SIGALOS & SPYREDES, P.A.
c/o Anastasios Tom Spyredes
The Sanctuary Centre
4800 North Federal Highway
Suite 100-D
Boca Raton, Florida 33431

01 FEB 20 PM12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

February 19th, 2001.

Simon, Sigalos & Spyredes, P.A.



By: Anastasios Tom Spyredes, Esq., Vice President

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

February 19th, 2001.

Simon, Sigalos & Spyredes, P.A.



By: Anastasios Tom Spyredes, Esq., Vice President