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FILED
 01 MAY -7 AM 11:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

846126/7875C
 May 7, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Bayshore Lending, Inc.

PO1000045377

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 MAY 16 AM 10:16
 TO AGENCY OF FILING
 SUFFICIENCY OF FILING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

OF

BAYSHORE LENDING, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

BAYSHORE LENDING, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

3300 University Drive, Suite 401
Coral Springs, Florida 33065

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially.

The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors is:

Edward O. Ries
3300 University Drive, Suite 401
Coral Springs, Florida 33065

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

Edward O. Ries
3300 University Drive, Suite 401
Coral Springs, Florida 33065

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

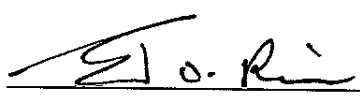
Edward O. Ries
3300 University Drive, Suite 401
Coral Springs, Florida 33065

ARTICLE X - PREEMPTIVE RIGHTS

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.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 4 day of May, 2001.

I hereby accept and am familiar with the duties of being registered agent.


EDWARD O. RIES
Incorporator and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared EDWARD O. RIES who, after being duly sworn by me on oath, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed therein, and he acknowledged that he is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 4 day of May, 2001.



NOTARY PUBLIC

MY COMMISSION EXPIRES:
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