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RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

OF COUNSEL

REFER TO FILE NO.

FILED
SEP 24 AM 9:49
TALLAHASSEE, FLORIDA

PO1000093939

TRANSMITTAL LETTER

September 20, 2001

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-09/24/01--01100--001
*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

SUBJECT: Flatfee Home Loans, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of filing and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

Sincerely,

Richard T. Avis

RTA/lbj
Enclosures

D. BROWN SEP 26 2001

ARTICLES OF INCORPORATION
OF
FLATFEE HOME LOANS, INC.

FILED
01 SEP 24 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 NAME

The name of the corporation shall be:

Flatfee Home Loans, Inc.

ARTICLE II PRINCIPAL OFFICE

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

100 Second Ave. South
St. Petersburg, Fl. 33713

ARTICLE III SHARES

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

100,000 Shares Common (No Par Value)

Shareholders shall be entitled to pre-emptive rights.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:


Mark Eicholtz
100 Second Ave. South
St. Petersburg, Fl. 33713

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mark Eicholtz
100 Second Ave. South
St. Petersburg, Fl. 33713

The undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 2001.



(Signature)
Mark Eicholtz

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
01 SEP 24 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

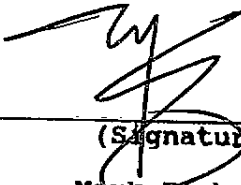
1. *The name of the corporation is:*

Flatfee Home Loans, Inc.

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

Mark Eicholtz
100 Second Ave. South
St. Petersburg, Fl. 33713

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.


(Signature)

Mark Eicholtz