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November 30, 2001

MARK A. PERRY
KEITH D. KERN

REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS

LEGAL ASSISTANTS
KATHLEEN H. FARNHAM
JENNIFER L. TORRENCE

Via Federal Express

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

100004701911-1
-12/03/01-01039-006
*****78.75 *****78.75

RE: ESAPERE CORPORATION

Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our trust account check in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed Federal Express envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,


Jennifer L. Torrence
Assistant to Keith D. Kern

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF INCORPORATION
OF
ESAPERE CORPORATION**

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 is ESAPERE CORPORATION

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of this corporation is:

502 Andover Court
Boynton Beach, FL 33436

The mailing address of this corporation is:

PO Box 4118
Boynton Beach, FL 33424-4118

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is One Thousand (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Street, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

ARTICLE V - INCORPORATOR

The names and addresses of the incorporator of this corporation are:

Douglas H. Lynch, 502 Andover Court, Boynton Beach, FL 33436

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of soliciting and obtaining new mortgage loan applications and to perform such other services pertaining to the new loan brokering business and the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary or proper for or incidental to the furtherance of

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SECRETARY OF STATE

ARTICLE VII - INITIAL BOARD OF DIRECTORS

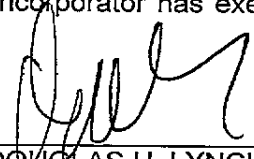
Douglas H. Lynch, 502 Andover Court, Boynton Beach, FL 33436
Clark R. Kilby, PO Box 502041, Indianapolis, IN 46250

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of November, 2001.



DOUGLAS H. LYNCH

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 30th day of November, 2001.



KEITH D. KERN, Registered Agent

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TALLAHASSEE, FLORIDA