

P02000009141

LAW OFFICES OF
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REAL ESTATE DEPARTMENT
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER
LL.M-Estate Planning
CARYN J. CLAYMAN

January 2, 2002

File No.

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

000004790160--8
-01/22/02--01126--004
*****87.50 *****87.50

RE: Incorporation of COMPASS MORTGAGE SERVICES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above referenced proposed Florida corporation.

Also enclosed is a check in the amount of \$87.50 representing payment of the following:

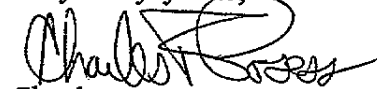
Filing Fee		\$35.00
Certified Copy		\$ 8.75
Registered Agent		
Designation		\$35.00
Certificate of Status		\$ 8.75
Total		\$87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 22 2002
AM 9:25

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed envelope.

Thank you for your anticipated cooperation.

Very truly yours,


Charles F. Possess

CFP/mmww
Enclosures

P.S. Please return utilizing prepaid airbill enclosed & reusable UPS envelope

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 22 AM 9:25

ARTICLES OF INCORPORATION
OF

COMPASS MORTGAGE SERVICES, INC.

ARTICLE I. NAME

The name of the corporation is COMPASS MORTGAGE SERVICES, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 20777 Soneto Drive, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is Emerson Dresser.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) 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 one (1) director. The name and address of the initial director(s) of this corporation is:

EMERSON DRESSER
20777 Soneto Drive
Boca Raton, FL 33433

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

EMERSON DRESSER
20777 Soneto Drive
Boca Raton, FL 33433

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 20777 Soneto Drive, Boca Raton, Florida 33433. The mailing address of the corporation shall be 20777 Soneto Drive, Boca Raton, Florida 33433.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

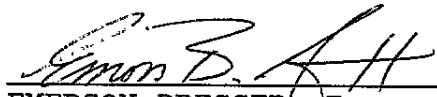
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

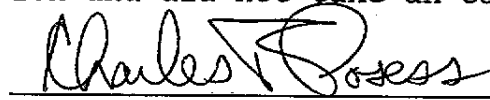
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on January _____ 2002.


EMERSON DRESSER, Incorporator

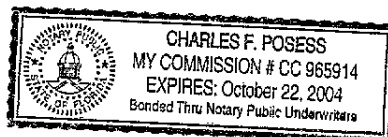
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by EMERSON DRESSER as Incorporator of COMPASS MORTGAGE SERVICES, INC., a Florida corporation to be formed, on behalf of the corporation. He is personally known to me or has produced DRIVERS LICENSE (type of identification) as identification and did not take an oath.


Notary Public, State of Florida

Name: CHARLES F. POSSESS

My commission expires:

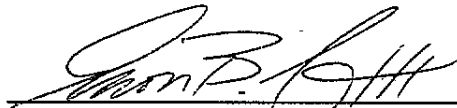


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That COMPASS MORTGAGE SERVICES, INC., desiring to organize
under the laws of the State of Florida as indicated in the Articles
of Incorporation, has named EMERSON DRESSER located at 20777 Soneto
Drive, Boca Raton, Florida 33433, as its agent to accept service
of process within the State of Florida.

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



EMERSON DRESSER
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 22 AM 9:26