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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 11, 2002

ORDER TIME : 3:30 PM

ORDER NO. : 538177-005

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbulu  
Phillips, Eisinger, Koss,  
Rothstein & Rosenfeldt, P.a.  
Suite 265 South  
4000 Hollywood Boulevard  
Hollywood, FL 33021

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: LOANSCAPE, INC.

EFFECTIVE DATE: 500004901215--1

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION  
OF  
LOANSCAPE, INC.

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**ARTICLE I**  
**NAME**

The name of this corporation shall be:

LOANSCAPE, INC.

**ARTICLE II**  
**DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

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

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

**ARTICLE V**  
**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 at the price at which it is offered to others.

**ARTICLE VI**  
**PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 3900 Hollywood Boulevard, Suite 201, Hollywood, Florida 33021.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is JEREMY A. KOSS, ESQ.

**ARTICLE VIII**  
**BOARD OF DIRECTORS AND INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) are:

<u>Director's Name</u>	<u>Director's Address</u>
DOUGLAS J. JACOBS	3900 Hollywood Boulevard, Suite 201 Hollywood, Florida 33021
WILLIAM LEHMAN, JR.	21400 N.W. 2nd Avenue Miami, Florida 33169

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is JEREMY A. KOSS, ESQ., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

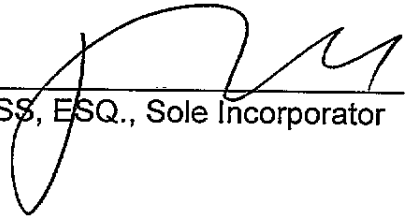
**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

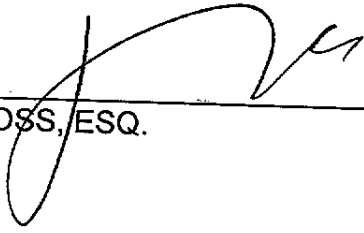
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February, 2002.

  
\_\_\_\_\_  
JEREMY A. KOSS, ESQ., Sole Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6TH DAY OF FEBRUARY, 2002.

  
\_\_\_\_\_  
JEREMY A. KOSS, ESQ.

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