

P02000033612

GEMSTARR MORTGAGE SERVICES, INC.

1843 SW 132ND WAY
DAVIE, FL 33325

March 12th 2002

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

800005139798--4
-03/21/02--01061--015
*****87.50 *****87.50

RE: Gemstarr Mortgage Services, Inc.

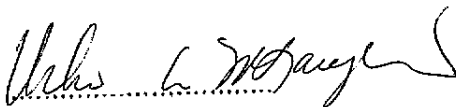
Dear Madam/Sir:

Enclosed for filing please find the Articles of Incorporation for Gemstarr Mortgage Services, Inc; an acceptance of the designation as Registered Agent of this corporation; and a money order for the appropriate filing fees and charges in the amount of \$87.50.

After filing please forward a certified copy of the Articles to Urline L. McLaughlin at 1843 SW 132nd Way, Davie FL 33325.

Thank you for your attention in this matter.

Very truly yours,



Urline L. McLaughlin

ULM:amr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 21 PM 2:56

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 21 PM 2:56

ARTICLE I - NAME

The name of this corporation is GEMSTARR MORTGAGE SERVICES, INC.

ARTICLES II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The natures of business and the objects and purposes proposed to be transacted, promoted and carried on, are to do with any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz: "The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida."

ARTICLE IV - CAPITAL STOCK

The amount of total authorized capital common stock of the corporation is divided into one thousand (1000) shares having a par value of \$1.00 per share. These common stocks shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as many are done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
THE CORPORATE MAILING ADDRESS SHALL BE THE SAME:
1843 SW 132ND WAY, DAVIE FL 33325

and the name of the initial registered agent of this corporation at that address is:

URLINE L. MCLAUGHLIN

ARTICLES VII - INCORPORATOR

The name and mailing address of the incorporator signing these Articles is:

Urine L. McLaughlin
1843 SW 132nd Way
Davie, Florida 33325

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the Corporation shall initially have one (1) director to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Directors are:

Urine L. McLaughlin
1843 SW 132nd Way
Davie, FL 33325

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

The Directors shall have power to amend or repeal any provision contained in these Articles of Incorporation, to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limits as to the amount, upon the property and franchise of the Corporation.

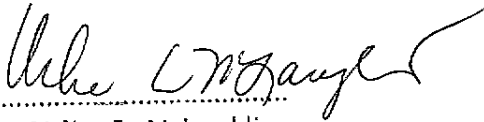
With the consent in writing and pursuant to a vote of the holders of a majority of stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By Laws shall determine whether or to what extent of the accounts and books of this corporation, or any of them shall be open for inspection of the stockholders, and no stockholder shall have the right of inspecting any account, or book or document of this Corporation, except as otherwise required by the law or the By-Laws, or resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or Directors, except as otherwise required by the laws of the State of Florida.

It is the intention that the objects, purposes and powers specified in Article III hereof shall, except where otherwise specified in said Article, be no wise limited or restricted by reference to or inference from the terms of any clause or Article in this Articles of Incorporation, but that the objects, purposes and powers specified in Article III and in each of the clauses or Article of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF, I, the undersigned Incorporator competent to contract, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record this Articles of Incorporation and do certify that the facts herein are true, and I have accordingly hereunto set my hand and seal this 12th day of March 2002 A.D.

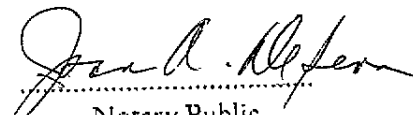

Urlene L. McLaughlin

STATE OF FLORIDA)

COUNTY OF BROWARD)

Before me the undersigned Notary Public of the State of Florida personally appeared Urlene L. McLaughlin to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 12th day of March 2002 A.D.


Notary Public
State of Florida at Large



Joan A. DeSena
MY COMMISSION # CC786821 EXPIRES
October 29, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

(NOTARY SEAL)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

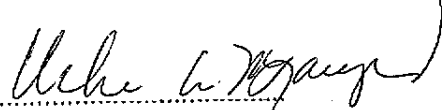
1. The name of the corporation is:

Gemstarr Mortgage Services, Inc.

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

Urline L. McLaughlin
1843 SW 132nd Way
Davie, Florida 33325

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 obligation of my position as registered agent.



Urline L. McLaughlin

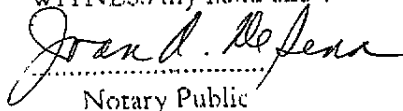
Date: March 12th, 2002 A.D.

STATE OF FLORIDA)

COUNTY OF BROWARD)

Before me the undersigned Notary Public of the State of Florida personally appeared Urline L. McLaughlin to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Designation Registered agent/Registered Office, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 12th day of March 2002 A.D.



Notary Public
State of Florida at Large



Joan A. DeSena
MY COMMISSION # CC786821 EXPIRES
October 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

(NOTARY SEAL)

02 MAR
DIVISION
SECRET