

LAW OFFICES OF  
POSESS & WALSER, P.A.  
7015 BERACASA WAY, SUITE 201  
(CORNER OF PALMETTO PARK & POWERLINE RDS.)  
BOCA RATON, FLORIDA 33433  
(561) 750-1040  
Telecopier: (561) 750-0708

TAX & ESTATE PLANNING DEPARTMENT  
THOMAS C. WALSER, LL.M.-ESTATE PLANNING  
CARYN J. CLAYMAN, LL.M.-TAXATION

REAL ESTATE DEPARTMENT  
CHARLES F. POSSESS  
DOUGLAS R. NEU  
GISELE E. ASMAR  
BRENDA M. COX  
J. J. KOLBERT KLEIN

Secretary of State of Florida  
Corporation Division  
P.O. Box 627  
409 West Gaines Street  
Tallahassee, Florida 32399

500005574125--5  
-05/20/02--01038--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: NATIONAL MORTGAGE PARTNERS, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$78.75 covering the filing fees and costs as follows:

Filing Certificate of Incorporation .....	\$35.00
One (1) Certified Copy .....	8.75
Designation of Registered Agent .....	<u>35.00</u>
Total .....	<u>\$78.75</u>

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

*Thomas C. Walser*

Thomas C. Walser

TCW:clg

cc: Richard C. Meli

(incform\3731-002ss.ltr)

02 MAY 20 AM 9:39  
SECRETARY OF STATE  
DIVISION OF CORPORATION

MAY 21 2002

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**STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
NATIONAL MORTGAGE PARTNERS, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **NATIONAL MORTGAGE PARTNERS, INC.**  
The principal office and mailing address is 4195 Frances Dr., Delray Beach, FL 33445.

**ARTICLE II**

This corporation is to exist perpetually.

**ARTICLE III**

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

**ARTICLE V**

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

**ARTICLE VI**

Provisions for the regulation of the internal affairs of the corporation are: None.

02 MAY 20 AM 9:40  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE VII**

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Ste 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser.

**ARTICLE VIII**

The number of directors constituting the initial Board of Directors of the corporation is 2 and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

**NAME**

**ADDRESS(ES)**

Richard C. Meli

4195 Frances Dr.  
Delray Beach, FL 33445

Philip A. Pike

3751 Winford Dr.  
Tarzana, CA 91356

**ARTICLE IX**

The name and address of each incorporator is/are:


**NAME(S)**

**ADDRESS(ES)**

Thomas C. Walser

7015 Beracasa Way, Ste 201  
Boca Raton, FL 33433

DATED this 14<sup>th</sup> day of May, 2002.

  
Thomas C. Walser, Incorporator

STATE OF FLORIDA )

)ss:

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me, this 14<sup>th</sup> day of May, 2002, by Thomas C. Walser who is personally known to me or has produced a        I.D. card/Driver License or N/A as identification.

My Commission Expires:

Carol L. Graf  
Notary Public


**CAROL L. GRAF**  
Notary Public, State of Florida  
My comm. exp. Sept. 23, 2003  
Comm. No. CC873848

**CAROL L. GRAF**

**CAROL L. GRAF**  
Notary Public, State of Florida  
My comm. exp. Sept. 23, 2003  
Comm. No. CC873848

### CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
Thomas C. Walser, Registered Agent

02 MAY 20 AM 9:40  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS