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July 23, 2002

Via FedEx

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(850) 487-6051

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-07/24/02--01031--003
*****70.00 *****70.00

Re: **MORTGAGE SOURCE FLORIDA, INC.**

Ladies and Gentlemen:

Enclosed for filing please find the following documents:

1. Original and one copy of Articles of Incorporation;
2. Original and one copy of Designation of Registered Agent; and
3. This firm's check in the amount of \$70.00 covering the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00

Upon approval, please return a file-stamped copy of the Articles of Incorporation and Designation of Registered Agent to my office in the enclosed prepaid envelope.

Sincerely yours,

George P. Langford
George P. Langford

enclosures

GPL/bas

FILED
02 AUG -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOH12-0007
0002-21407



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

GEORGE P. LANGFORD
3357 TAMiami TRAIL NORTH
NAPLES, FL 34103-4165

SUBJECT: MORTGAGE SOURCE FLORIDA, INC.
Ref. Number: W02000021407

We have received your document for MORTGAGE SOURCE FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Shannon Elliott
Document Specialist
New Filing Section

Letter Number: 902A00045063

ARTICLES OF INCORPORATION
OF
MORTGAGE SOURCE USA, INC.

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02 AUG -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation are to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer or officers, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of this corporation, or in which this corporation is interested and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may in anywise be interested.

ARTICLE II

The name of the corporation shall be: **MORTGAGE SOURCE USA, INC.**

ARTICLE III

The authorized capital stock of this corporation is **20,000** shares, with a no par value.

ARTICLE IV

The corporation shall come into existence on filing of these Articles with the Secretary of State of the State of Florida, and shall continue perpetually unless sooner dissolved by law.

ARTICLE V

The corporation shall begin business with a capital of not less than **Five Hundred Dollars** (\$500.00).

ARTICLE VI

The principal place of business of this corporation shall be: **6304 Tamiami Trail North, Naples, Florida 34108.**

ARTICLE VII

The business of the corporation shall be managed and conducted by either the stockholders or a Board of Directors of not less than one (1) nor more than five (5) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one (1) director, and the name and address of each initial director is as follows:

DIANNA L. BOLTON

6304 Tamiami Trail North, Naples, Florida 34108.

ARTICLE VIII

The street address of the initial registered office of this corporation is: **6304 Tamiami Trail North, Naples, Florida 34108**, the name and address of the initial registered agent of this corporation is: **6304 Tamiami Trail North, Naples, Florida 34108.**

ARTICLE IX

The name and address of the person forming this corporation is: **DIANNA L. BOLTON, 6304 Tamiami Trail North, Naples, Florida 34108.**

ARTICLE X

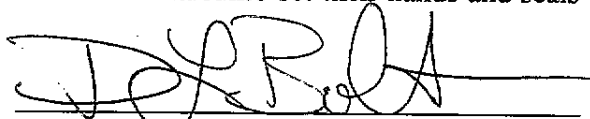
The annual meeting of the stockholders shall be held at the office of the corporation on the

first Tuesday of each August of every year. The executive officers of this corporation shall be a President, a Secretary, and at the option of the directors, one or more Vice-Presidents. The office of any two or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The directors shall have the power to fill any vacancy in any office.

ARTICLE XI

The first meeting of the incorporator, directors and stockholders for the purpose of organizing and adopting By-laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 1st day of August, 2002.


DIANNA L. BOLTON, Incorporator

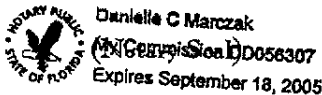
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same and they provided personally known as identification.

WITNESS my hand and official seal at Naples, said State of Florida and County of Collier this 1st day of August, 2002.

My Commission Expires:


NOTARY PUBLIC: George P. Langford



CERTIFICATE OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT OF
MORTGAGE SOURCE U.S.A, INC.

FILED
02 AUG -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **MORTGAGE SOURCE USA, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located in Naples, County of Collier, State of Florida, has named **DIANNA L. BOLTON**, whose address is **6304 Tamiami Trail North, Naples, Florida 34108**, as its agent to accept service of process in this State, and designates said address as the Registered Office.


DIANNA L. BOLTON, INCORPORATOR

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


DIANNA L. BOLTON, Registered Agent