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TRANSMITTAL LETTER *

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

SUBJECT:	Payless Mortgage USA, Inc.		
· · · · · · · · · · · · · · · · · · ·	(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFF[X)
Enclosed are an orig	final and one (1) copy of the art	icles of incorporation and	a check for:
□ \$70.00 Filing Fee	, :	\$78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED
FROM:	Carolle Neal Name	(Printed or typed)	
	2880 W. Oakland	Park Blvd., Su	ite 211
	Ft. Lauderdale,	FL 33311	-
	City, State & Zip		
	(954) 667-0188		
	Daytime Telephone number		

NOTE: Please provide the original and one copy of the articles.

FILED

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SECRETALL OF STATE TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION

OF

Payless Mortgage USA, Inc.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Payless Mortgage USA, Inc.

The principal place of business of this corporation shall be 2880 W. Oakland Park Blvd., Suite 211, Ft. Lauderdale, Florida 33311, and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or an other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2880 W. Oakland Park Blvd., Suite 211, Ft. Lauderdale, Florida 33311: and the initial registered agent of the corporation is Carolle Neal.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial members of the Board of Directors are:

Carolle Neal 2880 W. Oakland Park Blvd. Suite 211 Ft. Lauderdale, Florida 33311

ARTICLE VIL INCORPORATOR

Carolle Neal 2880 W. Oakland Park Blvd. Suite 211 Ft. Lauderdale, Florida 33311

ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State, under the laws of Florida, make and file theses Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto set my hand and seal this 29th day of October, 2002.

Carolle Neal, President

STATE OF FLORIDA COUNTY OF BROWARD

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carolle Neal, Incorporator to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29th day of October, 2002.

NOTARY PURITO

KAREN D. BERRY Maksry Public - Sigte of Florido My Commission Septres Mor 20, 2004 Commission # CC920532

ACCEPTANCE of REGISTERED AGENT DESIGNATED IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of Payless Mortgage USA, Inc., made in the foregoing Article of Incorporation.

Carolle Neal, President

DATE