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PHILIP S. HANEY LL.M. (taxation)
admitted Oklahoma and Tennessee

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
Boulder Towers
1437 South Boulder, Suite 1050
Tulsa, Oklahoma 74119-3616

TELEPHONE: 918.744.1023
FACSIMILE: 918.744.1043

pshaney@pswbell.net
www.lawyers.com/churchlaw

February 21, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via UPS 2nd Day Air

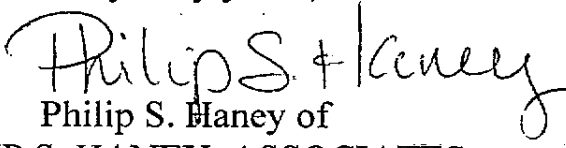
Re: The Thomas Crowne Financial Group, Ltd.

Ladies and Gentlemen:

Enclosed is an originally executed copy of the Articles of Incorporation of ***The Thomas Crowne Financial Group, Ltd.*** Please file the original articles and return a file-stamped copy along with your office's certification letter to the undersigned in the self-addressed, postage prepaid envelope provided for this purpose. A check made payable to the "Florida Department of State" in the amount of \$70 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,


Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:kao
Enclosures

Kim



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 25, 2003

PHILIP S HANEY ASSOCIATES
1437 S BOULDER STE 1050
TULSA, OK 34119-3616

SUBJECT: THE THOMAS CROWNE FINANCIAL GROUP, LTD.
Ref. Number: W03000005479

We have received your document for THE THOMAS CROWNE FINANCIAL GROUP, LTD. 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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 603A00012170

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR -4 PM 1:34

OF

THE THOMAS CROWNE FINANCIAL GROUP LIMITED, INC.

(A Florida Corporation for Profit)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

THE THOMAS CROWNE FINANCIAL GROUP LIMITED, INC.

ARTICLE II

The principal place of business and mailing address of the corporation is 162 Fiesta Way, Suite 100, Ft. Lauderdale, Florida 33301.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares, each of the shares having a par value of one dollar (\$1.00), thereby resulting in the corporation having total authorized capital stock in the amount of \$50,000, all of which shall be common stock.

The Board of Directors of the corporation shall have full authority, to the extent permitted by law, and except as otherwise provided in this certificate, to increase, decrease or otherwise adjust the capital stock of the corporation, to designate the classes or series thereof and to determine whether all or any part of such stock shall have voting powers, full or limited, or no voting powers, and to determine such designations, and such powers, preferences, relative, participating or optional, or other special rights and the qualifications, limitations or restrictions thereof as the board shall from time to time determine in duly adopted resolutions.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its shareholders, the corporation may issue or sell any shares of its capital stock of any class or series, whether out of the unissued shares thereof authorized by the articles of incorporation of the corporation as originally filed or by an amendment thereof or out of shares of its capital stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of capital stock of the corporation of any class or classes or any series thereof.

When similarly authorized, but without any action by its shareholders, the corporation may issue or grant rights, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of shares of the capital stock of any class or series of the corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share, as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the capital stock of any class or series of the corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine. In each case, the consideration to be received by the corporation for any such shares so issued or sold shall be such as shall be fixed from time to time by resolution of the Board of Directors.

ARTICLE IV

The street address of the corporation's initial registered office is 162 Fiesta Way, Suite 100, Ft. Lauderdale, Florida 33301. The name of the corporation's initial registered agent at this office is Felipe Herrera.

ARTICLE V

The name and mailing address of the incorporator is as follows:

Philip S. Haney
Philip S. Haney Associates
1437 South Boulder, Suite 1050
Tulsa, Oklahoma 74119-3616

ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the state of Florida, including but not limited to the following:

A. To engage in all aspects of the mortgage business, including brokerage, lending, correspondent lending, mortgage origination and other similar and related activities.

B. To establish a place of business for the conduct of mortgage services and related activities including, but not limited to, operating and overseeing the operation of a mortgage business; leasing a facility or facilities for such operation; engaging in or contracting for the operation or conduct of mortgage business and activities, including hiring or otherwise engaging brokerage associates, brokerage principals, mortgage lenders, other personnel, staff and consultants; engaging generally in the commercial mortgage business of all types whatsoever.

C. To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings, residences, or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the corporation.

D. To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property and real property of every kind and wherever situated, and any interest in the same.

E. To engage generally in any activity or pursuit permitted by the general corporation laws of the state of Florida.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. To adopt, amend or repeal the bylaws of the corporation;
- B. To authorize and cause to be executed or granted mortgages, deeds of trust, security interests and liens upon the real and personal property of the corporation;
- C. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;
- D. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this state and in any part of the world;
- E. To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose;
- F. By a majority of the Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the bylaws of the corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, the bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member; and

- G. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called upon such notice as is required by law, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equitable jurisdiction within the state of Florida, on the application in a summary way of this corporation or of any creditor or shareholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of the Florida statutes or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of the Florida statutes order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths ($\frac{3}{4}$) in value of the class of shareholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors and/or on all the shareholders or class of shareholders of this corporation, as the case may be, and also on this corporation. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the corporation.

ARTICLE X

Meetings of shareholders may be held within or without the state of Florida, as the bylaws may provide. The books of the corporation may be kept, subject to applicable law, inside or outside the state of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the corporation. Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

ARTICLE XI

To the extent permitted by law, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the board or committee thereof which authorizes the contract or transactions, or solely because the directors or officers or their votes are counted for such purpose.

ARTICLE XII

The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a directors, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the state of Florida.

ARTICLE XIII

For the purposes of electing directors, every shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit. A shareholder who intends to cumulate his votes shall give written notice of such intention to the secretary of this corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes. All shareholders may cumulate their votes if any shareholder gives such notice. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the corporation.

ARTICLE XIV

A director shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that a director of this corporation shall continue to be personally liable:

- A. for any breach of the director's duty of loyalty to this corporation or its shareholders;
- B. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. for improper purchase or redemption of the corporation's shares or improper payment of dividends, liability for which is provided by the Florida statutes; or

- D. for any transaction from which the director derived an improper personal benefit.

This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the corporation.

ARTICLE XV

The holder of any shares of the stock of the corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized (or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares) proposed to be issued in the proportion that such holders' ownership of shares of stock of the corporation before such issuance bears to the total outstanding shares. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the corporation.

ARTICLE XVI

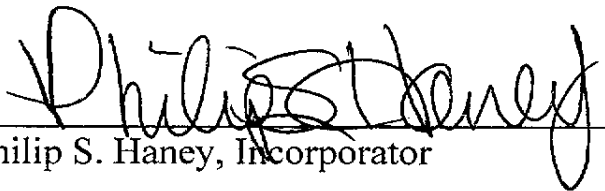
The shareholders or members of the corporation shall not be personally liable for the corporation's debts, except as they may be liable for their own conducts or acts. A provision imposing personal liability for the debts of the corporation on its shareholders or members to a specified extent and upon specified conditions shall not be included or added to the certificate of incorporation except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the corporation.

ARTICLE XVII

Except as otherwise provided in this certificate, the corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the shareholders herein are granted subject to this reservation.

Dated this 20th day of February, 2003.

The undersigned Incorporator has executed these articles of incorporation of The Thomas Crowne Financial Group Limited, Inc.


Philip S. Haney, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB -4 PM 1:34
US MAIL

Pursuant to the provisions of Section 607.0501, 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:


THE THOMAS CROWNE FINANCIAL GROUP LIMITED, INC.

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

Felipe Herrera
162 Fiesta Way, Suite 100
Ft. Lauderdale, Florida 33301.

ACCEPTANCE BY REGISTERED AGENT

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 obligations of my position as registered agent.


Felipe Herrera

Date: February 20, 2003