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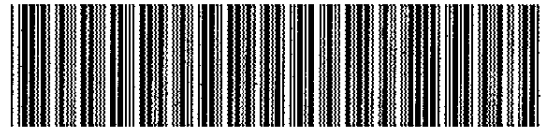
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2003 MAY -5 AM 11:12
STATE
TALLAHASSEE FLORIDA

cf 5/12/03

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
GERARD SCHLOTH

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

April 30, 2003

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

FILED
2003 MAY -5 AM 11:12
TALLAHASSEE FLORIDA
STATE

Re: New Millennium Processing, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for New Millennium Processing, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

ARTICLES OF INCORPORATION
FOR
NEW MILLENNIUM PROCESSING, INC.

FILED
2003 MAY -5 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is NEW MILLENNIUM PROCESSING, INC. The principal office and mailing address of this corporation is 2000 Strand Street, Neptune Beach, Florida 32266.

ARTICLE II

Purpose

This corporation is organized for the purpose of mortgage processing and for the purpose of transacting any and all related business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue one thousand (1,000) shares of capital stock, of which seven hundred (700) shares shall be issued to Richard J. Burnett, III, and three hundred (300) shares issued to Max D. Olguin, each share having a par value of \$1.00.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2000 Strand Street, Neptune Beach, Florida 32266, and the name of the initial registered agent of the corporation at that address is Max D. Olguin.

ARTICLE V

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Richard J. Burnett, III	4458 Hunters Haven Lane East Jacksonville, FL 32224	President/Treasurer
Max D. Olguin	4235 Marsh Landing Blvd. Apt. 231 Jacksonville Beach, FL 32250	Vice President/ Secretary

ARTICLE VI

Incorporator

The name and street address of the incorporators of this corporation are Max D. Olguin, of 4235 Marsh Landing Blvd., Jacksonville Beach, Florida 32250, and Richard J. Burnett, III, of 4458 Hunters Haven Lane East, Jacksonville, Florida 32224.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

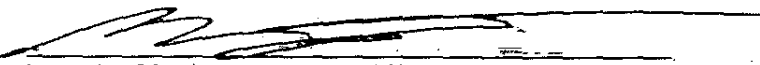
ARTICLE IX
Director Compensation


The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

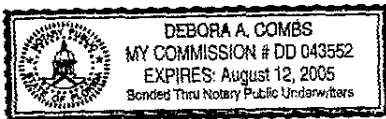
IN WITNESS WHEREOF, the incorporators have executed these Articles the 28
day of April, 2003.



Max D. Olguin
Incorporator


Richard J. Burnett, III
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28 day of
April, 2003 by Max D. Olguin and Richard J. Burnett, III.




Notary Public, State of Florida

Print Name: DEBORA A. COMBS
My Commission Expires: 8-12-05

Personally known _____ or produced identification: FLDL

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

NEW MILLENNIUM PROCESSING, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Max D. Olguin, who maintains an office at 2000 Strand Street, Neptune Beach, Florida 32266, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 28 day of APRIL, 2003.

By: _____

Max D. Olguin, Incorporator

Richard J. Barnett, III, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 28 day of APRIL, 2003.

Max D. Olguin

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CLERK OF STATE
TALLAHASSEE FLORIDA