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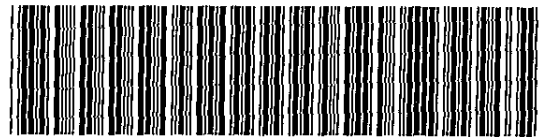
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2003 DEC 17 PM 12:01
CLERK OF STATE
TALLAHASSEE FLORIDA

J 12/29/03



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 6, 2003

HARRY R. STEINHARDT
POST OFFICE BOX 55223
ST. PETERSBURG, FL 33732

SUBJECT: PAYLESS MORTGAGE CO.
Ref. Number: W03000036927

RECEIVED

03 DEC 17 AM 11:13

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for PAYLESS MORTGAGE CO. and your check(s) totaling \$78.75. 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.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 503A0006572

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2003 DEC 17 PM 12:01

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**ARTICLES OF INCORPORATION
OF
CASH BACK MORTGAGE CO.**

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is CASH BACK MORTGAGE CO.
8651 Tenth Street N #228, St. Petersburg, FL 33702

ARTICLE II.

The period of duration of the corporation is perpetual.

ARTICLE III.

The purpose or purposes for which the corporation is organized are to engage in a general marketing and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV.
CAPITAL STOCK**

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1000) shares of Capital Stock with the value of One Dollar (\$1.00) per share.

State capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No class of stock. The shares of the corporation are not to be divided into classes.

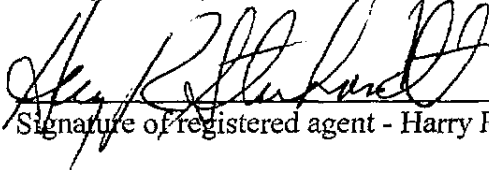
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ARTICLE V.

The initial street address in Florida of the initial registered office of the corporation is 8651 Tenth Street N, #228, St. Petersburg, Florida 33702, and the name of the initial registered agent at such address in Harry R. Steinhardt.

I accept the appointment as registered agent and agree to act in this capacity.


Signature of registered agent - Harry R. Steinhardt

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ARTICLE VI.

The initial board of directors shall consist of one member, who need not be resident of the State of Florida or shareholder of the corporation.

ARTICLE VII.

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	CITY	STATE	ZIP
Harry R. Steinhardt	8651 Tenth Street N #228	St. Petersburg	FL	33702

ARTICLE VIII.

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

NAME	ADDRESS	CITY	STATE	ZIP
Harry R. Steinhardt	8651 Tenth Street N #228	St. Petersburg	FL	33702

ARTICLE IX.

The power adopt, alter, amend or alter, change or repeal by laws shall be vested in the board of directors and shareholders.

ARTICLE X.

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a (majority) vote of the common stock.

ARTICLE XI.

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XII.

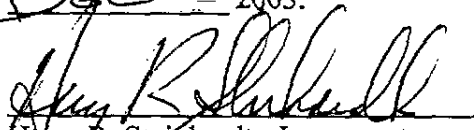
The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number to directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII.

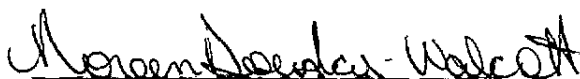
The name and address of the initial officer are as follows: -

OFFICER	NAME	ADDRESS	CITY	STATE	ZIP
President	Harry R. Steinhardt	8651 Tenth Street N #228	St. Petersburg	FL	33702
Secretary	Harry R. Steinhardt	8651 Tenth Street N #228	St. Petersburg	FL	33702
Treasurer	Harry R. Steinhardt	8651 Tenth Street N #228	St. Petersburg	FL	33702

IN WITNESS WHEREOF; THE UNDERSIGNED has executed these Articles of Incorporation at 6424 Central Avenue, St. Petersburg, Florida, on the 15th day of Dec 2003.


Harry R. Steinhardt - Incorporator


Witness- Sandra L. Alexander


Witness- Noreen Douglas-Walcott