

MAR. 23. 2004. 1:56PM.
Division of Corporations

CORPORATION SVC CO

NO. 035

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Division of Corporations
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TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FLORIDA PROFIT CORPORATION OR P.A.

HERITAGE MORTGAGE & LOAN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HERITAGE MORTGAGE & LOAN, INC.**

In compliance with the requirements of Chapter 607 of Florida Statutes, the undersigned, being a natural person, hereby acts as the Incorporator in adopting and filing the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name and initial address of this Corporation shall be: Heritage Mortgage & Loan, Inc.

ARTICLE II
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares, which the Corporation shall have authority to issue, is ten thousand (10,000) common shares, having a par value of \$1.00 per share that may be issued from time to time as determined by the Corporation's Board of Directors.

ARTICLE IV
EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 4400 North Federal Highway, Suite 208, Boca Raton, FL 33431.

ARTICLE VI
DIRECTORS

This Corporation shall have at least one director, with the exact number to be set forth in the Bylaws of the Corporation. The name and address of each of the first directors of the Corporation, who shall hold office for the first fiscal or annual year of the existence of this or until his/her successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Richard Malman	7264 Montico Drive Boca Raton, Florida 33433
Annamarie Lenson	1340 SW 17 Street Boca Raton, Florida 33486

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Mark Lenson
1340 SW 17 Street
Boca Raton, FL 33486

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TALLAHASSEE, FLORIDA

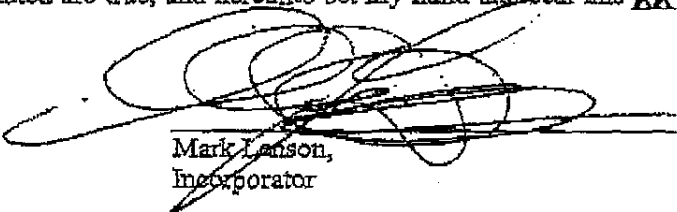
ARTICLE VIII
SHAREHOLDERS' PRIVATE PROPERTY

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

ARTICLE IX

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 of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22 day of March, 2004.



Mark Lenson,
Incorporator

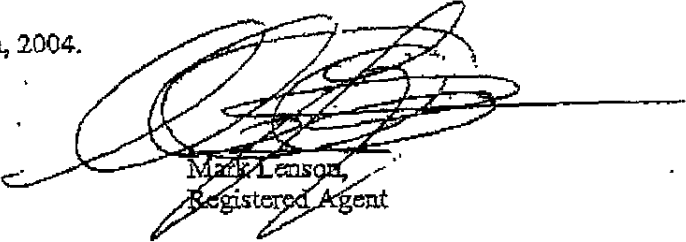
CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: Heritage Mortgage & Loan, Inc., desiring to organize under the laws of the State of Florida, has named Mark Lenson as its statutory registered agent, whose address is 4400 North Federal Highway, Suite 208, Boca Raton, Florida 33431.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 22 day of March, 2004.



Mark Lenson,
Registered Agent