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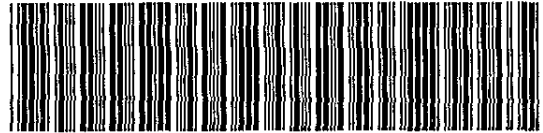
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AND PENNSYLVANIA

** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK

May 3, 2004

Via Federal Express 8256 9165 8774

Return Federal Express 8256 9165 8844

Secretary of State

Division of Corporations

409 East Gain Street

Tallahassee, FL 32399

Re: **Incorporation of Bala Mortgage Group, Inc.**
File Number 6-793-1

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed Federal Express envelope. Thank you for your assistance with this matter.

Very truly yours,



Michael I. Kotler

Encl.
MIK/mek

ARTICLES OF INCORPORATION

OF

BALA MORTGAGE GROUP, INC.

ARTICLE I

NAME

BALA MORTGAGE GROUP, INC.

STATE OF FLORIDA
TALLAHASSEE

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ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a mortgage brokerage business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding

common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is *115 Spruce Street, Boynton Beach, Florida 33426*. The initial registered agent of this corporation is STUART FLANK with his address at *115 Spruce Street, Boynton Beach, Florida 33426*. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Name	Address
Alexander Picker	1150 Riverview Lane West Conshohocken, PA 19428

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **ALEXANDER PICKER**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Boynton Beach**, County of **Palm Beach**, State of **Florida** has named **Stuart Flank** located at **115 Spruce Street**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Stuart Flank, Registered Agent

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TALLAHASSEE, FLORIDA