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Florida Department of State
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Fax Number : (850)205-0381

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

m&d mortgage lenders, corp.

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ARTICLES OF INCORPORATION
OF
M&D MORTGAGE LENDERS, CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

Article I
Name

The name of the Corporation is M&D MORTGAGE LENDERS, CORP.

Article II
Duration

The term of existence of the Corporation is perpetual.

Article III
Nature of Business

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV
Capital Stock

The aggregate number of shares which the Corporation has the authority to issue is 100, all of which shall be common shares having the par value of Ten Dollar (\$10.00) per share.

Article V
Preemptive Rights Granted

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasure share.

Article VI
Registered Office

The street address of the initial registered office of the Corporation is:

8900 SW 107 Avenue, Suite 303
Miami, Florida 33176

The name of the registered agent at such address is:

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Danilo J. Fonseca

**Article VII
Principal Office**

8900 SW 107 Avenue, Suite 303
Miami, Florida 33176

The initial street address of the principal office of the Corporation in the State of Florida is:

**Article VIII
Officers and Directors**

Danilo J. Fonseca
Monica E. Denyer

President/Treasurer/Director
Vice President/Secretary/
Director

**Article IX
Incorporator**

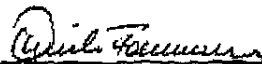
The name and address of the incorporator is:

Danilo J. Fonseca
8900 SW 107 Avenue, Suite 303
Miami, Florida 33176

**Article X
Indemnification**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___ day of October, 2004.


Danilo J. Fonseca
Incorporator

Having been named to accept service of process M&D BANKERS LENDING, CORP. at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Danilo J. Fonseca
Print Name: Danilo J. Fonseca

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