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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 DEC -6 PM 2:01

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FLORIDA PROFIT CORPORATION OR P.A.

Homes & Loans of America, Inc.

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ARTICLES OF INCORPORATION

OF

HOMES & LOANS OF AMERICA, INC., a Florida corporation

05 DEC -6 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLE I

The name of this Corporation is:

Homes & Loans of America, Inc.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VIVOTING RIGHTS:

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 Shares.

Prepared By:
Mark B. Goldstein, Esquire, FBN 705276
Mark B. Goldstein, P.A.
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431
(561) 989-9955

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ARTICLE VII.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 101 Plaza Real South, Suite 206, Boca Raton, Florida 33432.

ARTICLE IX.

This Corporation shall have two (2) Directors 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 two (2). The names and addresses of the initial Directors of this Corporation are:

Andrew Guerin
101 Plaza Real South, Suite 206
Boca Raton, Florida 33432

John Sindoni
101 Plaza Real South, Suite 206
Boca Raton, Florida 33432

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

Mark B. Goldstein
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this December 6, 2005.

Homes & Loans of America, Inc.,
a Florida corporation


BY: 
Mark B. Goldstein, Incorporator

STATE OF FLORIDA)

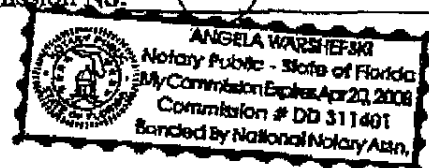
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this December 6, 2005, in the County and State aforesaid.



PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



HOMES & LOANS

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

05 DEC -6 PM 2:02

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT HOMES & LOANS OF AMERICA, INC. DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS
INDICATED IN THE ARTICLES OF INCORPORATION AT 101 PLAZA REAL SOUTH,
SUITE 206, BOCA RATON, FLORIDA 33432. HAS NAMED MARK B. GOLDSTEIN AT
2700 N. MILITARY TRAIL, SUITE 130, BOCA RATON, FLORIDA 33431 AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BY:

Mark B. Goldstein, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATE CORPORATION, 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.

BY:

Mark B. Goldstein

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths
and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the
person described in and who executed the foregoing instrument, who acknowledged before me that
he executed the same, that I relied upon the following form of identification of the above-named
person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this December 6, 2005, in the County and State
aforesaid.

PRINT NAME: Angela Warner

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

Commission #

