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CLERK OF STATE
TALLAHASSEE, FLORIDA

NICHOLAS F. TSAMOUTALES

Attorney at Law
Suite 307
5240 Babcock Street, NE
Palm Bay, FL 32905

321-727-1111

Facsimile 321-727-1855

February 1, 2006

Florida Department of State
Attn: Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

RE: Mortgage, Trust & Finance, Inc.

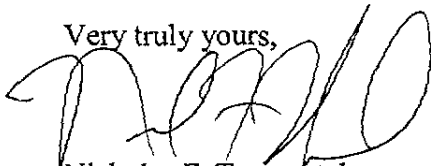
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned entity. Please file said Articles and return a file-marked copy to me.

A check in the amount of \$70.00 is enclosed.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'NFT', with a large, stylized flourish extending from the end of the signature.

Nicholas F. Tsamoutales

NFT/m
Encls.

ARTICLES OF INCORPORATION
OF
MORTGAGE, TRUST & FINANCE, INC.

FILED
05 FEB -6 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida, and further agrees to the following conditions of said corporation.

ARTICLE I

NAME

The name of the corporation is: **MORTGAGE, TRUST & FINANCE, INC.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing February 1, 2006.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transaction of any or all lawful business.

ARTICLE IV

AUTHORIZED STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of one cent (\$.01) per share.

ARTICLE V

VOTING 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 of stock.

ARTICLE VI

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1900 Palm Bay Road, NE, Palm Bay, FL 32905; and the name of the initial registered agent of this corporation is Nicholas F. Tsamoutales, 5240 Babcock Street, NE, Suite 307, Palm Bay, FL 32905.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
John W. Tsamoutales	1900 Palm Bay Rd., NE Suite G Palm Bay, FL 32905

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles of Incorporation is:

John W. Tsamoutales	1900 Palm Bay Rd., NE, Suite G Palm Bay, FL 32905
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ARTICLE IX

OFFICERS

The officers of the corporation shall initially consist of a President; and such others as may be provided for in the By-Laws. The name of the person who is to initially serve as such officer is:

<u>OFFICE</u>	<u>NAME</u>
President	John W. Tsamoutales

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued initially to the following person and in the amount set forth herein:

<u>NAME</u>	<u>SHARES</u>
John W. Tsamoutales	100

Shareholders shall not divest themselves of any of the shares without first giving all the other shareholder/s the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of the offer to sell, to either reject or purchase the shares offered for sale. The terms, agreements and conditions for offering and/or acceptance for the sale of such shares among and between the shareholders shall be more specifically defined in the By-Laws of the corporation.

ARTICLE XI

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation no matter when authorized, and for whatever

consideration is contemplated to be received by the corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the re-issuance of all redeemed or otherwise acquired shares, including the re-issuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the majority vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by the vote of a majority of the shareholders of the corporation.

These preemptive rights shall apply to any corporation obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XII

MANAGEMENT OF THE CORPORATION
BY THE BOARD OF DIRECTORS

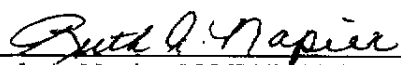
All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporation has executed these Articles of Incorporation this 1st day of February, 2006.


JOHN W. TSAMOUTALES

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 1st day of February, 2006, by JOHN W. TSAMOUTALES who is personally known to me.



Ruth A. Napier, NOTARY PUBLIC
Commission Expires: 10/30/2006



Ruth A. Napier
Commission #DD153202
Expires: Oct 30, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


NICHOLAS F. TSAMOUTALES
5240 Babcock Street, NE, Suite 307
Palm Bay, FL 32905
(321) 727-1111

DATE: 2-1-2006

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05 FEB - 6 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA