

LAW OFFICES
BODZIN & BODZIN

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XXXXXXXXXXXXXXXXXXXX

SIDNEY M. BODZIN
GARY A. BODZIN
MARTIN I. BODZIN

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REPLY TO:
AVENTURA

AVENTURA OFFICE:
SAVINGS OF AMERICA BUILDING
3050 AVENTURA BLVD., SUITE 300
NORTH MIAMI BEACH, FL 33180
DADE: (305) 931-5000
BROWARD: (305) 989-3480
TELEFAX: (305) 932-7838

~~**POMPANNO OFFICE:**
SAVINGS OF AMERICA BUILDING
225 N. FEDERAL HIGHWAY, SUITE 420
POMPANNO BEACH, FL 33062
TELEPHONE: (305) 942-4631
TELEFAX: (305) 942-4625~~

~~**KENDALL OFFICE:**
SAVINGS OF AMERICA BUILDING
9055 N. KENDALL DRIVE, SUITE 202
MIAMI, FL 33176
TELEPHONE: (305) 698-5111
TELEFAX: (305) 279-2699~~

XXXXXXXXXXXXXXXXXXXX

January 17, 1995

DIVISION OF CORPORATIONS
SECRETARY OF STATE
409 East Gaines Street
Tallahassee, FL 32399

FILED
95 JAN 18 PM 1:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

800001383678
-01/19/95--01003--014
*****70.00 *****70.00

RE: MORTGAGE INNOVATIONS, INC.

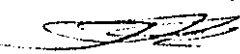
To Whom It May Concern:

Enclosed please find the articles of incorporation for the above-referenced corporation, along with the filing fee in the sum of \$70.00. We have also enclosed a photocopy to be conformed and returned in the envelope provided.

Please file the articles and return your letter of acknowledgement, along with the conformed copy, in the envelope provided, at your earliest convenience.

Your cooperation is appreciated.

Sincerely yours,


GARY A. BODZIN
GAB:br
VIA FEDERAL EXPRESS AIRBILL #3582504575
Enclosures

51
1-20

**ARTICLES OF INCORPORATION
OF**

MORTGAGE INNOVATIONS, INC.

FILED
95 JAN 18 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, for the purpose of forming a corporation under the provisions of Florida Statutes 1993, Chapter 607, and statutes amendatory thereof and supplementary thereto, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, and we do certify that:

1. The name of the corporation is:

MORTGAGE INNOVATIONS, INC.

2. The major purpose of the corporation will be to engage in the operation of a mortgage brokerage business. In addition, the general nature of the business transacted shall be:

To engage in any one or more of the businesses and to exercise any or all the powers authorized and permitted by the said Statutes to corporations formed thereunder.

Further, and not by way of limitation of the preceding paragraph, to enter into and perform contracts of every kind and nature; to act as agent and representative of other persons and corporations; to own, buy, sell, mortgage or lease real and personal property of every kind and nature and wheresoever situate.

3. The amount of capital stock authorized shall be ONE THOUSAND TWO HUNDRED (1,200) shares of Common Stock at a par value of ONE (\$1.00) DOLLAR per share.

4. The corporation shall commence business with not less than ONE THOUSAND TWO HUNDRED (\$1,200.00) DOLLARS in cash.

5. The corporation shall have perpetual existence.

6. The post office address of the principal office of the corporation shall be:

1599 Southwest 5th Avenue
Boca Raton, FL 33432

7. There shall be three (3) directors initially. The number of directors may be changed by a majority vote of the directors then in power.

8. The name and post office address of the members of the first Board of Directors, and the Officers, who, subject to the By-Laws of this corporation, shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

CHARLES B. HARRIS
1599 Southwest 5th Avenue
Boca Raton, FL 33432

President and Director

EARL S. WILEY
23173 L'Ermitage Circle
Boca Raton, FL 33433

Vice President and Director

HARVEY M. COLLIER
4001 Northwest 27th Terrace
Boca Raton, FL 33434

Secretary and Director
Treasurer





9. The name and post office address of the subscribers to these Articles of Incorporation, and a statement of the number of shares of stock which they agree to take and the value of the consideration therefor, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
CHARLES B. HARRIS	Same as Above	400	\$400.00
EARL S. WILEY	Same as Above	400	\$400.00
HARVEY M. COLLIER and BARBARA M. COLLIER, his wife	Same as Above	400	\$100.00

10. The corporation designates as its registered office the office of **CHARLES B. HARRIS**, 1599 Southwest 5th Avenue, Boca Raton, FL 33432, as its registered agent, and he does hereby accept to act in this capacity, and agrees to comply with the provisions of the Statute relative to keeping open said office at the above address.

11. The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13th day of January, 1995.

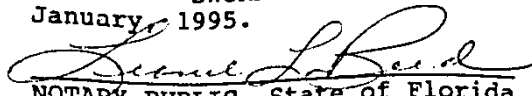
 [SEAL] CHARLES B. HARRIS	 [SEAL] EARL S. WILEY
 [SEAL] HARVEY M. COLLIER	 [SEAL] BARBARA M. COLLIER

Incorporators/Subscribers


STATE OF FLORIDA]
 : ss.
COUNTY OF Broward]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **CHARLES B. HARRIS, EARL S. WILEY, HARVEY M. COLLIER and BARBARA M. COLLIER**, to me known to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, and, after taking an oath, acknowledged before me that they subscribed to said Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 13 day of January, 1995.


NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: 12/28/97

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


CHARLES B. HARRIS
Registered Agent



LEONIE L. REED
My Comm Exp. 12-28-97
Bonded By Service Ins
No. CC338759
[] Personally Known [] Other I.D.