

P95000036043

LAW OFFICES OF
MAYER & SAUERBERG
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EARL C. MAYER, JR.*
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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

FILED
95 MAY -3 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001485512
-05/12/95--01035--002
****245.00 ****122.50

May 2, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Hollywood Investment Company Holdings, Inc. and
Hurricane Investment Company Holdings, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and
Registered Agent forms for each of the captioned corporations.

One (1) original for each corporation is to be filed in your
office and one (1) original for each corporation is to be certified
and returned to this office. Also enclosed is our check in the
amount of \$245.00 for:

Receiving, filing and indexing Articles of Incorporation	35.00 x 2 =	\$ 70.00
Certified copy of Articles of Incorporation	52.50 x 2 =	105.00
Registered Agent Fee	35.00 x 2 =	<u>70.00</u>
TOTAL		\$245.00

PA6
5-8

Secretary of State
Division of Corporations
May 2, 1995
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

A handwritten signature in dark ink, appearing to read "Eric M. Sauerberg", with a long, sweeping horizontal stroke extending to the right.

Eric M. Sauerberg

EMS:cr
Enclosures

resnick3\lra\art-soa.ltr

ARTICLES OF INCORPORATION
OF
HOLLYWOOD INVESTMENT COMPANY HOLDINGS, INC.

FILED
85 MAY -8 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is HOLLYWOOD INVESTMENT COMPANY HOLDINGS, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 3155 N. 39th Street, Hollywood, Florida 33021, and the name of the initial Registered Agent at that address is MALCOLM L. RESNICK.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
MALCOLM L. RESNICK	3155 N. 39th Street Hollywood, Florida 33021

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the initial member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
MALCOLM L. RESNICK	3155 N. 39th Street Hollywood, Florida 33021

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation this 27 day of April, 1995.

By 
MALCOLM L. RESNICK, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27th
day of April, 1995 by MALCOLM L. RESNICK, who is
personally known to me or who produced _____ as
identification, and who did () or did not (X) take an oath.



EINO M. BAUERHINO
My Commission GC4305M1
Expires Feb. 14, 1999
Bonded by HAI
R001-422-1555

A handwritten signature in cursive script, likely belonging to Eino M. Bauerhino, the Notary Public.

Notary Public
Printed Name:
My Commission Expires:
My Commission Number:

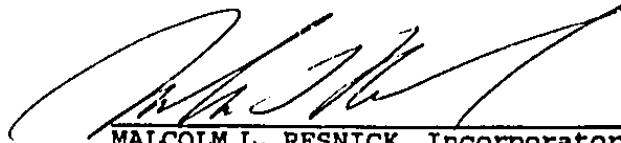
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, 95
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 MAY -3 PM 4:55
SECRET
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that HOLLYWOOD INVESTMENT COMPANY HOLDINGS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3155 N. 39th Street, Hollywood, Florida 33021.

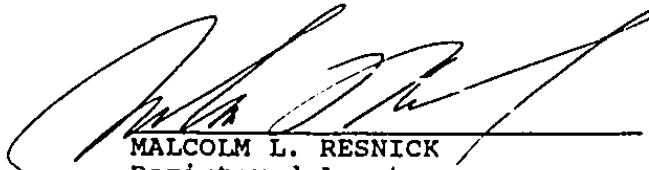
Second, named MALCOLM L. RESNICK, located at 3155 N. 39th Street, Hollywood, Florida 33021, as its Agent to accept service of process within Florida.



MALCOLM L. RESNICK, Incorporator

DATE 4/27/95

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



MALCOLM L. RESNICK
Registered Agent

DATE 4/27/95

P95000036043

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9173 FAX

FILED

96 FEB -7 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 0721000000032

REFERENCE : 035682 100310

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pyatt

ORDER DATE : February 7, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 035682

CUSTOMER NO: 100310

100001709141

CUSTOMER: Greg Blodin, Esq
Greenspoon Marder Hirschfeld &
Suite 700
100 West Cypress Creek
Ft. Lauderdale, FL 33309

DOMESTIC AMENDMENT FILING

NAME: HOLLYWOOD INVESTMENT COMPANY
HOLDINGS, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
96 FEB -7 AM 11:11
DIVISION OF CORPORATION

N. HENDRICKS FEB - 7 1996

CONTACT PERSON: CAROL HENSEL

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HOLLYWOOD INVESTMENT COMPANY HOLDINGS, INC.

The undersigned, President of Hollywood Investment Company Holdings, Inc., a corporation organized under the laws of the State of Florida, hereby certifies as follows:

A. The original name of the corporation as it appears on the Articles of Incorporation filed with the Secretary of the State of Florida on the 3rd day of May, 1995, was Hollywood Investment Company Holdings, Inc.

B. That at a special meeting of the Board of Directors of said corporation held on the 1st day of February, 1996, the Board of Directors unanimously resolved that the Amendment to the Articles of Incorporation as contained herein be presented to the stockholders of the corporation for their action.

C. That at a special meeting of the stockholders of said corporation held on the 1st day of February, 1996, the stockholders of the corporation unanimously approved the proposed Amendment to the Articles of Incorporation contained herein.

D. The recommended Resolution of the Board of Directors, the same being the Amendment unanimously approved by the stockholders of said corporation, is as follows:

RESOLVED, that the corporation's name, Hollywood Investment Company Holdings, Inc., be changed to Mortgage Lending Corporation of America, Inc., and that said name be used by the corporation as its corporate name, subsequent to its filing in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the corporation has caused this Amendment to be signed and executed by Malcolm Resnick, as President, this 5th day of February, 1996.

Hollywood Investment Company Holdings, Inc.

By: _____

President

FILED
96 FEB -7 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA