the undersigned. of legal age S 111 81 FLAGLER ST SUITE 200 MIAMI FL 33135-409 EA8T GAINES STREET -0000 TALLAHABBEE, FL 32399 PHONE: (308) 541-3694 FAX: (305) 541-3770 TYPE: FLORIDA PROFIT CORPORATION OR P.A. CONTACT: RAY FAX: (904) 922-4000 (((H95000008508))) DOCUMENT TYPE: NAME: MORTGAGE HEADQUARTERS, CO.P.
FAX AUDIT NUMBER: H9500008508 DURREN OURRENT STATUS: REQUESTED
TIME REQUESTED: 09:28:02
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX DATE REQUESTED: 08/03/1995 CERTIFIED COPIES: 1
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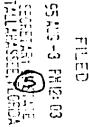
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ARTICLES OF THEORPORATION

MORTGAGE HEADQUARTERS, CORP.



I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MORTGAGE HEADQUARTERS, CORP. and the initial address of this corporation shall be WORLD TRADS CENTER, 50 S.W. 5 St., Suite 2180, Missi, FL 33130.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorised Par Value Per Share Class of Stock

100

\$1.00

Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This document was prepared by:

Richard K. Stanton, Esquire WORLD TRADE CENTER 80 S.W. 8 St., Suite 2180 Miami, FL 33130 FL Bar No.: 438987 (305) 381.8505

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ARTICLE Y

The initial registered office of this corporation shall be WORLD TRADE CENTER 80 S.W. 8 ST., SUITE 2150, MIAMI, FI. 33130, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard K. Stanton, Recoire. Esquire.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Richard K. Stanton, President, WORLD TRADE CENTER, 80 S.W. 8 St., Suite 2180, Miami, FL 33130.

H. John Pereda, Vice-president, WORLD TRADE CENTER, 80 S.W. 9 St., Suite 2180, Miami, FL 33130.

ARTICLE VIII

The name and address of the Incorporator is Richard K. Stanton, WORLD TRADE CENTER, 80 S.W. 8 St., Suite 2180, Hismi, FL 33130.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorise any such contract or No contract or other transaction between this corporation and

transaction, with like force and effect as if he were not much a director or officer of such other corporation, or not so interested.

ANTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or thereafter.

IN WITHESS WHEREOF, I, the undersigned, being Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this ______ day of ______ _____, 19_____.

INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this day of 19 , by who is known to me or who has produced a driver's license as identification and who did (did not) take an oath.

NOTARY PUBLIC

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE

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SERVICE OF PROCESS WITHIN THIS STATE, MANING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that MORTGAGE HEADQUARTERS, CORP., desiring to organize under the laws of the State of Florida, has named Richard K. Stanton, WORLD THADE CENTER, 80 S.W. 8 St., Suite 2180, Mismi, Florida, 33130, of Dade County, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Richard E. Stanton

Dated this 200 day of August 1995.

FILED 95 AUG -3 PH 12: 03 SECRETARY OF STATE TALL AHARRY