

I, the undersigned, being of legal age and a natural person,
do hereby acknowledge and file the following Articles:

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PUBLIC ACCESS SYSTEM
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DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE KIT COMPACT
DEPARTMENT OF STATISTICS 192 W FLAGLER ST
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409 EAST GAINES STREET MIAMI FL 33135-0000
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FAX: (305) 541-3770

((H95000008508))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MORTGAGE HEADQUARTERS, COIP.
FAX AUDIT NUMBER: H95000008508 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/03/1995 TIME REQUESTED: 09:28:02
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003258

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MORTGAGE HEADQUARTERS, CORP.

H95000008508

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 TRADE CENTER, 80 S.W. 8 St., Suite 2180, Miami, 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 Authorized	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 V

The initial registered office of this corporation shall be WORLD TRADE CENTER 80 S.W. 8 ST., SUITE 2180, MIAMI, FL 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, 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 Fereda, Vice-president, WORLD TRADE CENTER, 80 S.W. 8 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, Miami, 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 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 authorize any such contract or

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

ARTICLE 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 WITNESS 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____.


Richard K. Stanton
INCORPORATOR

STATE OF FLORIDA)
) ss:
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

STATE OF FLORIDA

SERVICE OF PROCESS WITHIN THIS STATE, NAMING 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 TRADE CENTER, 80 S.W. 8 St., Suite 2180, Miami,
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 K. Stanton
REGISTERED AGENT

Dated this 2nd day of August, 1995.

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TALLAHASSEE, FLORIDA

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