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7000 WEST PALMETTO PARK ROAD, SUITE 400
BOCA RATON, FLORIDA 33433

GREGORY J. RITTER
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OF COUNSEL:
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DADE OFFICE:
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88 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

*Also Admitted in New York

September 19, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001590242
-09/21/95--01031--018
****122.50 ****122.50

Re: RF Mortgage Corp.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for RF Mortgage Corp., together with our office check in the amount of \$122.50 payable to the Department of State, representing the filing fee.

Please return a certified copy to the attention of the undersigned.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Gregory J. Ritter/gm

Gregory J. Ritter

Enclosures
cc: Mr. Richard Finklestein
GJR:gm

B:\CORP.LTR

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8/22/95

**ARTICLES OF INCORPORATION
OF
RF MORTGAGE CORP.**

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THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

RF MORTGAGE CORP. (the "Corporation")

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

B. Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that

which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 1000 Clint Moore Road, Suite 110, Boca Raton, Florida 33487. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Richard Finkelstein	-	1000 Clint Moore Road Suite 110 Boca Raton, Florida 33487
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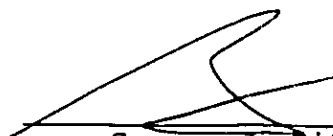
ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Gregory J. Ritter, Esquire, 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Gregory J. Ritter, Esquire.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of September, 1995.




Gregory J. Ritter, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 5th day of September, 1995, by GREGORY J. RITTER as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:





NOTARY PUBLIC, State of Florida
Print name: Gail M. Mulligan

[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

RF MORTGAGE CORP., a corporation being organized under the
laws of the State of Florida, designates 7000 West Palmetto Park
Road, Suite 400, Boca Raton, Florida 33433, as its registered
office and has named GREGORY J. RITTER as its agent to accept
service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for **RF MORTGAGE
CORP.** at the place designated in this Certificate, I hereby agree
to act in such capacity and agree to comply with the provisions of
said Act with respect to keeping such office open.

By: 
REGISTERED AGENT

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