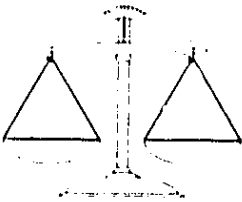


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Action Paralegal Service

7000 Lake Underhill Road
Orlando, Florida 32822

407-658-7606

December 9, 1996

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

RE: MGR FINANCIAL, INC.

Dear Clerk:

Enclosed please find the Article of Incorporation and Registered Agent for MGR FINANCIAL, INC. Also enclosed is check # 1087 for seventy dollars, (\$70.00) to cover the cost of recording.

If you have any questions contact me at Action Paralegal Service (407) 658-7606.

Sincerely,

Enclosure
Article of Incorporation
Registered Agent
check # 1087

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*****70.00 *****70.00

FILED
96 DEC 11 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-12-96
KR

ARTICLES OF INCORPORATION
FOR

MGR FINANCIAL, INC.

FILED
96 DEC 11 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

MGR FINANCIAL, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

1912 B Lee Road
Suite C7
Orlando, FL 32810

ARTICLE III PURPOSE

The specific purpose(s) for which the corporation is organized is (are):

MORTGAGE BROKER

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

By appointment of the two officers

ARTICLE V OFFICERS AND THEIR DUTIES

MARK EDWARD RUMSEY, President and Treasurer
GENE G. RUMSEY, Vice-President and Secretary

ARTICLE VI COMMON STOCK

There will be 100 shares of common stock with no par value held by the one and only officer.

ARTICLE VII LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 607.3302, Florida Statutes.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

MARK EDWARD RUMSEY, 1912 B Lee Road, Suite C7, Orlando, FL 32810

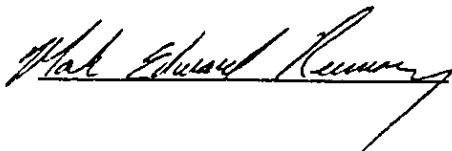
ARTICLE VII INCORPORATOR

The name and street address of the Incorporator for these Article of Incorporation is:

MARK EDWARD RUMSEY, 1912 B Lee Road, Suite C7, Orlando, FL 32810

The undersigned Incorporator has executed these Articles of Incorporation this 9th day of December, 1996.

Signature of the Incorporator



MARK EDWARD RUMSEY
Typed name of Incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MGR FINANCIAL, INC.

2. The name of and address of the registered agent and office is:

MARK EDWARD RUMSEY, 1912 B Lee Rd. Suite C7, Orlando, FL 32810

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATION IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

SIGNATURE: Mark Edward Rumsey

DATE 12/9/96

FILED
96 DEC 11 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA