

P96000017292

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Mortgage REFILED
U.S.A., Inc

No. 52345

98 FEB 26 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Filitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

980001723699
-02/26/98--01013--022
*****70.00 *****70.00

PH 2/26/98

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	4:00		CK No. _____
BY			

WALK-IN Will Pick Up 2/26 11:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amount
Past 30 Days, 18% per Annum.

RECEIVED
DIVISION OF CORPORATE REGISTRATION
98 FEB 26 AM 11:08

THANK YOU
from
Your Capital Connection

FILED

96 FEB 26 AM 11:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
MORTGAGE BROKERS USA INC.**

The undersigned, for purpose of forming a corporation under Florida General Corporation, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is:
MORTGAGE BROKERS USA INC.

Mailing address: **555 HAVEN POINT DRIVE TREASURE ISLAND FL 33706**

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which the corporations may be incorporated under Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered office of the Corporation:

555 HAVEN POINT DRIVE TREASURE ISLAND FL 33706

and the name of its initial registered Agent at that address is:

LARRY N. HECKERD

Article 6. Initial Board of Directors. The number of directors constituting the initial Board of Directors is (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall have be less than one. The name and address of each initial Director of the Corporation is as follows:

**LARRY N. HECKERD
119 ALLENS RIDGE DRIVE E, PALM HARBOR, FL. 34683**

**JOSEPH SCHURRER
555 HAVEN POINT DRIVE TREASURE ISLAND FL 33706**

**JERRY OLEJNICEK
2926 51ST STREET S, ST. PETERSBURG, FL. 33707**

Article 7. Incorporators. The name and address of each Incorporator is as follows:

**LARRY N. HECKERD
119 ALLENS RIDGE DRIVE E, PALM HARBOR, FL. 34683**

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

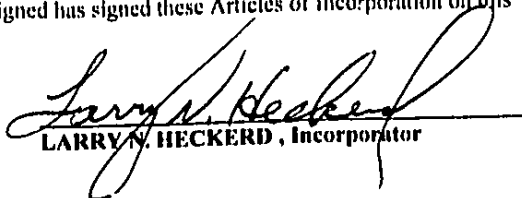
Article 9. preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, at the price for which is offered to others, that Shareholder's pro rate of the following:

- A. Any stock of any class that the Corporation acquired by it after issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder right to subscribe for the purchase from the Corporation any shares of its stock of any classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and other conditions of the issue or shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, repeals of the Bylaws must be approved by a majority of Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 21~~st~~ day of February, 1996.


LARRY N. HECKERD, Incorporator

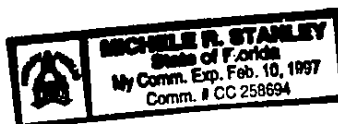
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared LARRY N. HECKERD to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 22 day of February 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



FILED

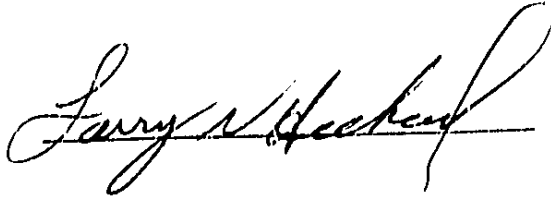
ACCEPTANCE BY REGISTERED AGENT

96 FEB 26 AM 11:32

HAVING BEEN NAMED TO ACCEPT SERVICE FOR THE ABOVE-STATED COMPANY, SECRETARY OF STATE
PLACE DESIGNATED IN ARTICLE 5. OF THESE ARTICLES OF INCORPORATION, TALLAHASSEE, FLORIDA
UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 21st day of February, 1996

LARRY N. HECKERD, Registered Agent

A handwritten signature in cursive script, reading "Larry N. Heckerd", written over a horizontal line.