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TRANSMITTAL LETTER

FILED

96 FEB 26 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Florida Mortgage Network, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Doron A. Rachman
Name (printed or typed)
10910 N. W. 12th Place
Address
Plantation, Florida 33322
City, State & Zip
(305) 370-3171
Daytime Telephone number

100001724101
-02/26/96--01063--006
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

2-27-96
JK

ARTICLES OF INCORPORATION
OF
FLORIDA MORTGAGE NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: FLORIDA MORTGAGE NETWORK, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation is 10910 N. W. 12th Place, Plantation, Florida 33322.

ARTICLE III. NATURE OF BUSINESS

The purpose for which this corporation is organized is to transact any and all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

The corporation shall have the authority to issue one hundred (100) shares of common stock, one class only, each with no par value.

The holders of outstanding capital stock shall be entitled to receive, when declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. REGISTERED AGENT

The registered agent shall be Doron A. Rachman and the initial registered office shall be at 10910 N. W. 12th Place, Plantation, Florida 33322.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL DIRECTORS

The initial Board of Directors shall have two (2) members whose names and addresses are as follows:

Doron A. Rachman, 10910 N. W. 12th Place, Plantation, Florida 33322.

Marci L. Rachman, 10910 N. W. 12th Place, Plantation, Florida 33322.

The number of directors may be raised or lowered by amendment of the by laws of the corporation but shall in no case be less than one.

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators are:

Doron A. Rachman, 10910 N. W. 12th Place, Plantation, Florida 33322.

Marci L. Rachman, 10910 N. W. 12th Place, Plantation, Florida 33322.

ARTICLE IX. SHAREHOLDER ACTION

Three-fourths (3/4) vote of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

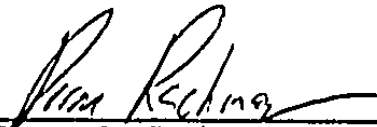
ARTICLE XI. CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting with not less than a Three-fourths (3/4) vote of the common stock.

Dated 2/23/96



Doron A. Rachman
Incorporator

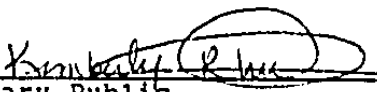


Marci L. Rachman
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

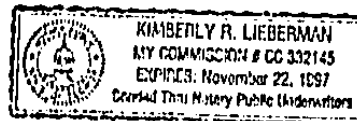
BEFORE ME, the undersigned authority, personally appeared Doron A. Rachman and Marci L. Rachman, who are well known to me to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at 1097 Ponce Blvd. P.M., Broward County, Florida this 23 day of February, 1996.



Notary Public
State of Florida at Large

My commission expires: Nov 22, 1997



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Florida Mortgage Network, Inc.

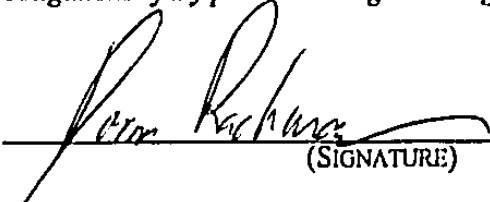
2. The name and address of the registered agent and office is:

Doron A. Rachman
(NAME)

10910 N. W. 12th Place
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, Florida 33322
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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)

2/23/96
(DATE)

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