

P96000043735

May 14, 1996

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

700001825867
-05/17/96--01006--008
****122.50 ****122.50

Re:DITECH AGENCY INC.


Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our firm's check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any question, please do not hesitate to call me.

Sincerely,


Frank A. Diaz

Enclosures

SecState.Ltr

FILED
96 MAY 16 PM 2:51
TALLAHASSEE FLORIDA

GB 5/22/96

ARTICLES OF INCORPORATION
OF
DITECH AGENCY, INC.

FILED
96 MAY 16 PM 2:51
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of DITECH AGENCY, INC.

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be DITECH AGENCY, INC.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 1521 Oakfield Drive, Brandon, Fl. 33511. The initial registered agent at the registered office is Frank A. Diaz 213 Morrison Road, Brandon, Florida 33511.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01 The name and post office address of the incorporator is:

Name	Address
Frank A. Diaz	213 Morrison Road Brandon, Florida 33511

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors is:

Name and Address
Frank A. Diaz 213 Morrison Road Brandon, Florida 33511

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT

STATED CAPITAL

8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the

holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14th day of May, 1996.



Frank A. Diaz

STATE OF FLORIDA

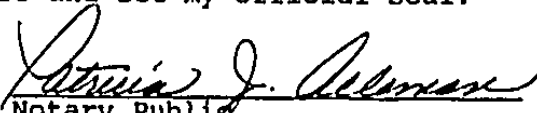
COUNTY OF HILLSBOROUGH

On this 14th day of May, 1996, before me personally appeared Frank A. Diaz, who has presented Personally Known as identification or is personally known to me and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.



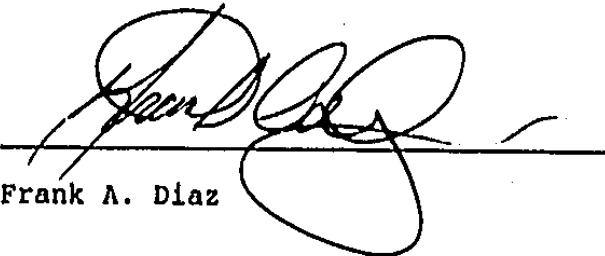
OFFICIAL SEAL
PATRICIA J. ALLEMAN
My Commission Expires
Dec. 10, 1996
Comm. No. CC 245658



Notary Public
My Commission Expires:

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Frank A. Diaz, am hereby familiar with and accept the duties and responsibilities as Registered Agent of DITECH AGENCY, INC.



Frank A. Diaz

FILED
95 MAY 16 PM 2:51
100-47749 OF STATE
FBI - BOSTON