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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

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-01403-37-01155--008
*****70.00 *****70.00

CORPORATION(S) NAME

Mortgage Protection Program, Inc.

Profit Articles

- | | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

CR2E031 (1-89)

NC 1/3/97

ARTICLES OF INCORPORATION
OF
MORTGAGE PROTECTION PROGRAM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The corporate name that satisfies the requirements of Section 607.0401 is: Mortgage Protection Program, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is: 1608 Town Center Road, Ft. Lauderdale, Florida 33331.

ARTICLE III - CAPITAL STOCK

The number of shares this Corporation is authorized to issue is: 1,000,000. The shares are to be divided into three classes as follows:

<u>Number of Shares</u>	<u>Designation</u>	<u>Par Value</u>
120,000	Series A Preferred Stock	\$10.00 per share
20,000	Series B Preferred Stock	\$5.00 per share
860,000	Common Stock	\$.001 per share

ARTICLE IV - PREFERENCES OF CLASSES OF STOCK

If for any reason the dissolution of this Corporation occurs before this Corporation has made a public offering of any stock of this Corporation, the balance of the stockholders' equity in this Corporation shall, after all of the liabilities of this Corporation have been paid, be distributed to each stockholder of this Corporation in an amount equal to (a) a fraction, the numerator of which is the aggregate amount of the par values of all shares of stock of this Corporation held by such stockholder and the denominator of which is the aggregate amount of the par values of all

outstanding shares of stock of this Corporation, multiplied by (b) the amount of the distributable equity of this Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: J. R. Mazor & Associates, P.A., Presidential Circle, Suite 350 North, 4000 Hollywood Boulevard, Hollywood, Florida 33021 and the name of its initial registered agent at such address is Jeffrey A. Rubinton, Esq.


ARTICLE VI - INCORPORATOR

The name and address of the incorporator is: Patricia del Carpio, 1200 S. Pine Island Rd., Plantation, Florida 33324.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Directors, officers, employees and agents of this Corporation shall be indemnified by this Corporation to the full extent permitted by the Florida Business Corporation Act, or any successor statutes. This Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article VII.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 1997.

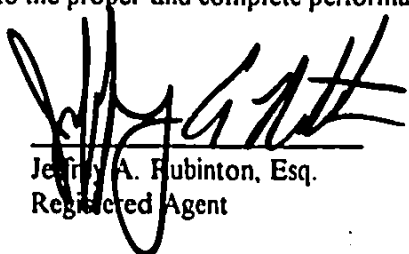

Patricia del Carpio
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607 0501(3), Florida Statutes, the following is submitted:

That Mortgage Protection Program, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ft. Lauderdale, State of Florida, has named Jeffrey A. Rubinton, Esq., c/o J. R. Mazor & Associates, P.A., Presidential Circle, Suite 350 North, 4000 Hollywood Boulevard, Hollywood, Florida 33021 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jeffrey A. Rubinton, Esq.
Registered Agent

January 2, 1997

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