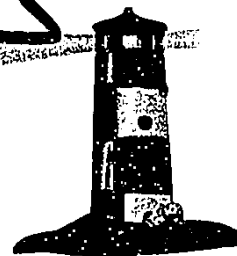




P97000004755

**VICON INTERNATIONAL
CONSULTING SERVICES, INC.**

1020 N.W. 6th Street, Bldg. H & I
Deerfield Beach, Florida 33442



January 7, 1997

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

100002056831--6
-01/14/97--01081--007
*****70.00 *****70.00

RE: VICON INTERNATIONAL MORTGAGE BROKERAGE, INC

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for filing fee and certificate in the amount of \$70.00.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

FILED
97 JAN 13 PM 1:42
TALLAHASSEE, FLORIDA

PH
1/16/97

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VICON INTERNATIONAL MORTGAGE BROKERAGE, INC

ARTICLE II PRINCIPAL OFFICE

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

**1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any time is:

ONE THOUSAND (1000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

ARTICLE V OFFICERS AND DIRECTORS

President: Stephen Colangelo, Sr., Vice President/Broker: Gary I. Vance, Sec/treas: Joy Mancuso. Address: 1020 NW 6th St, Bldg, H&I, Deerfield Beach, FL 33442

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**STEPHEN M. GOODMAN
1020 NW 6TH ST, BLDG H&I
DEERFIELD BEACH, FL 33442**

The undersigned incorporator has executed these articles of incorporation the 7th day of January, 1997.


Stephen M. Goodman

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

FILED

JAN 13 PM 1:42

TALLAHASSEE, FLORIDA

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: Vicon International Mortgage Brokerage, Inc

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

Stephen M. Goodman
(NAME)

1020 NW 6th St, Bldg. H&I
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Deerfield Beach, FL 33442
(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)

1/10/97
(DATE)