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January 14, 1997

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/21/97--01062--006
*****70.00 *****70.00

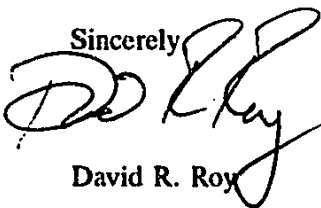
Re: Boulder Mortgage, Inc.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation along with a check for \$70.00 to cover the filing fees for the above referenced corporation.

If there are any problems, do not hesitate to contact me.

Sincerely

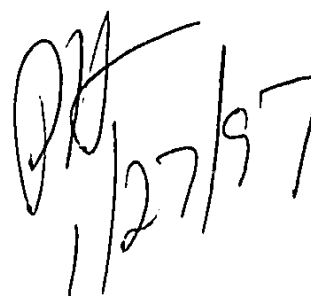


David R. Roy

DRR/cm

Enclosure

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97 JAN 21 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
BOULDER MORTGAGE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be Boulder Mortgage, Inc..

ARTICLE II

The duration of the corporation shall be perpetual unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The principal place of business of this corporation shall be 4701 N. Federal Hwy., Suite 300, Pompano Beach, Florida 33064.

ARTICLE V

The mailing address of the corporation shall be 4701 N. Federal Hwy., Suite 300, Pompano Beach, Florida 33064.

ARTICLE VI

The corporation shall have three (3) officers, being that of President, Treasurer and Secretary. The name(s) and address(es) of the officer(s) are as follows:

Mary S. Roy, P/T
5141 NE 27th Terrace
Lighthouse Point, FL 33064

Cindy Welling, S
3900 NE 19th Road, #101
Pompano Beach, FL 33064

ARTICLE VII

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

Mary S. Roy
5141 NE 27th Terrace
Lighthouse Point, FL 33064

Cindy Welling
3900 NE 19th Road, #101
Pompano Beach, FL 33064

ARTICLE VIII

The number of shares that the corporation shall be authorized to have outstanding is One Thousand (1,000) with a par value of \$1.00 which have been issued to the following persons in the following manner.

Mary S. Roy
Shares: 600

ARTICLE IX

The corporation shall have an initial Board of Directors consisting of the following members whose names and addresses are as listed below:

Mary S. Roy
5141 NE 27th Terrace
Lighthouse Point, FL 33064

ARTICLE X

The name and address of this corporation initial registered agent is

DAVID R. ROY, P.A.
4201 N. Federal Hwy.
Pompano Beach, FL 33064

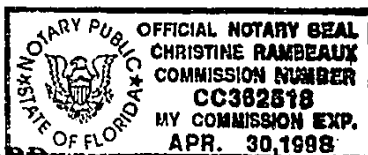
IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 16th day of January, 1997.

Mary S. Roy
Mary S. Roy

Cindy Welling
Cindy Welling

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16 day of January, 1997, by Mary S. Roy, who is personally known to me or who has produced her driver's license as identification and who did not take an oath.



STATE OF FLORIDA
COUNTY OF BROWARD

Christ Rambeaux
NOTARY PUBLIC

The foregoing instrument was acknowledged before me this 16 day of January, 1997, by Cindy Welling, who is personally known to me or who has produced her driver's license as identification and who did not take an oath.



Christ Rambeaux
NOTARY PUBLIC

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

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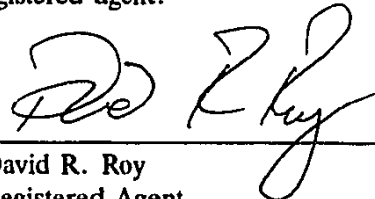
CLERK OF COURT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is Boulder Mortgage, Inc..
2. The name and address of the registered agent and office is:

DAVID R. ROY, P.A.
4201 N. Federal Hwy.
Pompano Beach, FL 33064

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.



David R. Roy
Registered Agent