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March 7, 1997

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
3-7-97

RE: Certified Copy of Articles of Incorporation

Gentlemen:

Enclosed herewith is a check in the amount of \$122.50.
Please send me a certified copy of the Articles of
Incorporation to the following address:

7423 NW 75TH STREET
TAMARAC, FL 33321

Very truly yours,

Arlene Sperling
Arlene Sperling

AS;mv

Enclosure

FILED
97 MAR 12 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. OMBRESA MAR 18 1997.

**ARTICLES OF INCORPORATION
OF
PRIVATE LABEL MORTGAGE PROCESSING, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is PRIVATE LABEL MORTGAGE PROCESSING, INC. with it's principle and mailing address being: 7423 NW 75th STREET, TAMARAC, FL 33321.

EFFECTIVE DATE
3-4-97

ARTICLE II

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business is to be transacted as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and

perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE IV

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE V

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VI

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of One dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation in the State of Florida shall be at 7423 NW 75TH STREET, TAMARAC, FL 33321 and the name of the initial registered agent of this corporation at that address is ARLENE SPERLING and may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than

one.

ARTICLE X

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until her successors are elected and have qualified, are:

ARLENE SPERLING
7423 NW 75TH STREET
TAMARAC, FL 33321

ARTICLE XI

The name and street address of the subscribers to the Articles of Incorporation are as follows:

ARLENE SPERLING
7423 NW 75TH STREET
TAMARAC, FL 33321

ARTICLE XII

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 stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are

filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 7 day of March, 1997.


ARLENE SPERLING

BEFORE ME, the undersigned authority, this day personally appeared ARLENE SPERLING known to me to be the person described as subscriber and acknowledge before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 7 day of March, 1997





MARY K. VAN HEMEL
My Comm Exp. 8/14/99
Bonded By Service Ins
No. CC488249

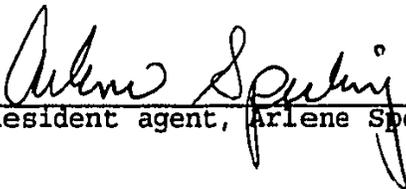
Personally Known Other I.D.

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

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That *Private Label Mortgage Processing, Inc.* desiring to organize under the laws of the State of Florida, with its' principle office as indicated in the articles of incorporation at the City of Tamarac, in the County of Broward, State of Florida, has named Arlene Sperling located at: 7423 NW 75th Street, Tamarac, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Resident agent, Arlene Sperling

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED