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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: EASY MORTGAGE LENDING, INC.
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Prepared by:

Maria Behar, Esq.
2525 S.W. 3rd Ave., Suite 205
Miami, Florida 33129

**ARTICLES OF INCORPORATION
OF
EASY MORTGAGE LENDING, INC.**

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Article I - Name

The name of this corporation is **EASY MORTGAGE LENDING, INC.**

Article II - Duration

This corporation shall commence on the date of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business, including the power:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141.

Maria Behar, Esq. 1 of 5
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Miami, FL 33125

(305) 854.8881 / FBN.19189

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- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in with, shares or other interests in, or obligations of, other domestic or foreign corporations, association, partnership, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentally thereof.
- h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchised and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- l) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officer, and employees and for any or all of the directors, officer, and employees of its subsidiaries.
- p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- q) To have and exercise all powers necessary or convenient to effect its purposes.

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Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$1.00. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V - Preemptive Rights

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 VI - Initial Registered Office and Agent

The initial registered agent of this corporation and street address are:

*MARIA BEHAR, ESQUIRE
2525 S.W. 3rd Avenue
Suite 205
Miami, Florida 33129*

Article VII - Principal Office

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

*2525 S.W. 3rd Avenue
Suite 205
Miami, Florida 33129*

Article VIII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

*MARIA BEHAR: 2525 S.W. 3rd Avenue, Suite 205
Miami, Florida 33129*

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Article IX - Incorporator

The name and address of the person signing these Articles is:

MARIA BEHAR: 2525 S.W. 3rd Avenue, Suite 205
Miami, Florida 33129

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

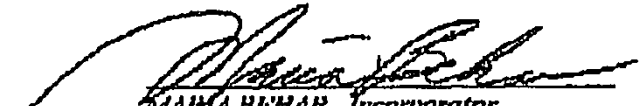
Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of March, 1997.


MARIA BEHAR, Incorporator

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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.


MARIA BEHAR, ESQUIRE
Registered Agent

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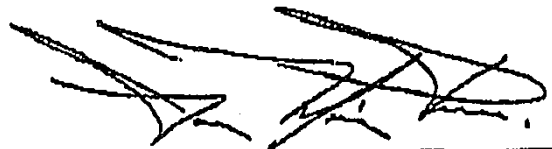
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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, appeared MARIA BEHAR, who provided me with her Florida Driver's License as identification and who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 26th day of March, 1997.



NOTARY PUBLIC
State of Florida at Large

LAURA MARIA PRUNA
(Print name, type, or stamp)

My Commission Expires:

LAURA MARIA PRUNA
Notary Public, State of Florida
My Comm. Expires May 21 1998
No. CO 363718
Dated This Official Notary Seal

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TALLAHASSEE, FLORIDA

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