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5/13/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MORTGAGE WAREHOUSE, INC.

AUDIT NUMBER.....H97000007890

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Bm 5/14/97

**FLORIDA DEPARTMENT OF STATE****Sandra B. Mortham**
Secretary of State

May 14, 1997

EMPIRE**SUBJECT: MORTGAGE WAREHOUSE, INC.**
REF: W97000011120

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: B97000007890
Letter Number: 197A00025715

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ARTICLES OF INCORPORATION

OF

MORTGAGE WAREHOUSE, INC.

Article I

CORPORATE NAME

The Name of this Corporation shall be:

MORTGAGE WAREHOUSE, INC.

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$2.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By:
HOWARD L. KUKER
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156
(305) 670-0987
Fla. Bar No.: 137780

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Article IV

INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's Initial Principal Office and Mailing address in the State of Florida shall be:

8306 Mills Drive, #619, Miami, Florida 33183

Article V

INITIAL REGISTERED AGENT

The Corporations' initial Registered Agent in the State of Florida shall be:

NAME
HOWARD L. KUKER

ADDRESS
9200 So. Dadeland Boulevard
Suite 508
Miami, Florida 33156

ARTICLE VI

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) nor more than three (3) Directors at one time.

Article VII

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name
MICHEAL LERNER

Address
10105 SW 91 Terrace
Miami, Florida 33176

RAUL YELEN TRUCIDO

7180 SW 103 Court Circle
Miami, Florida 33173

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The members of the first Board of Directors shall hold office until the first organizational meeting of the Shareholders and Directors of the Corporation.

Article VIII

INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

YVONNE MIRANDA

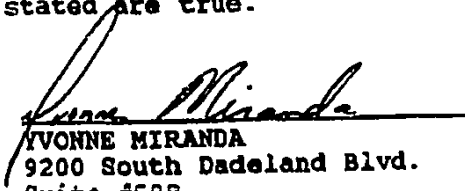
508 Dadeland Towers North
9200 So. Dadeland Boulevard
Miami, Florida 33156

Article IX

COMMENCEMENT DATE

Corporate existence will commence on the filing of these Articles with the Secretary of State.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and acknowledging that the facts herein stated are true.


YVONNE MIRANDA
9200 South Dadeland Blvd.
Suite #508
Miami, Florida 33156

STATE OF FLORIDA)
COUNTY OF DADE) SS

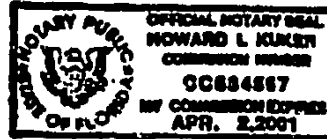
The foregoing instrument was acknowledged before me this 13th day of May, 1997, by YVONNE MIRANDA X who is personally known

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to me and who did not take an oath.

Howard L. Kuker
NOTARY PUBLIC, STATE OF FLORIDA
name:
my commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

DATED:

Howard L. Kuker
HOWARD L. KUKER, REGISTERED AGENT

FILED
97 MAY 14 AM 10:00
SECONDARY OF STATE
TALLAHASSEE, FLORIDA

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