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LAW OFFICES
Jeffrey Paine P.A.

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WEST PALM BEACH, FLORIDA 33401

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FILED

97 MAY 14 PM 2: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 9, 1997

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

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-05/14/97--01073--012
****122.50 ****122.50

Re: MORTGAGE DESIGNERS, INC.

Dear Sir or Madam:

In connection with the above corporations, enclosed please find an original and two copies of Articles of Incorporation, along with my check in the amount of \$122.50.

Please provide the undersigned with a date stamped copy of the filed Articles of Incorporation.

Should you have any questions, please do not hesitate to contact the undersigned. Thank you.

Sincerely yours, .

Susan M. Iorio

Susan M. Iorio
Certified Legal Assistant

Enclosures

PH 5/16/97

BOCA OFFICE:

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

FILED

97 MAY 14 PM 2: 30

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:

MORTGAGE DESIGNERS, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

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

241 Russell Drive
Palm Springs, FL 33406

ARTICLE V - DIRECTORS

The names and street addresses of the initial directors are:

NAME	ADDRESS
Virginia Maddox	241 Russell Drive Palm Springs, FL 33406
Carol Torricelli	241 Russell Drive Palm Springs, FL 33406

ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of Class A common voting stock at \$1.00 par value per share.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeffrey Paine, P.A.
500 S. Australian Avenue
Suite 120
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

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

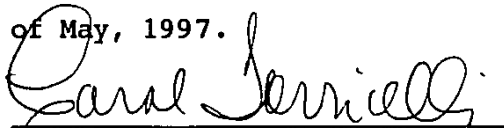
Carol Torricelli

241 Russell Drive
Palm Springs, FL 33406

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting.

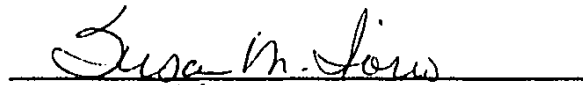
Dated this 9 day of May, 1997.


Carol Torricelli
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Carol Torricelli, who is well known to me.


Notary Public

My Commission Expires
(SEAL)



Susan M. Iorio
MY COMMISSION # CC546603 EXPIRES
April 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

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

07 MAY 14 PM 2:30
TALLAHASSEE, FLORIDA

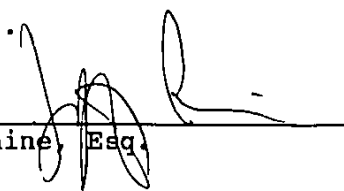
The following is submitted pursuant to Section 48.09(1) and Section 607.034, Florida Statutes.

MORTGAGE DESIGNERS, INC. desiring to organize under the laws of the State of Florida, has named Jeffrey Paine, P.A., 500 S. Australian Avenue, Suite 120, West Palm Beach, FL 33401, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post herein a sign designating the name of the corporation and the name of its registered agent.

Dated this 9 day of May, 1997.



Jeffrey Paine, Esq.