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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA - SUITE 801

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

July 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation for Florida Lenders Services Company
Our File: 266.1000

To Whom It May Concern:

000002247950--5
-07/25/97--01081--001
****122.50 ****122.50

I enclose an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, I enclose a check in the amount of \$122.50 representing the filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Hlene Ratner

Hlene Ratner,
Legal Assistant

cc: Ronald N. Rosenwasser
Enclosures

FILED
97 AUG -5 PM 12:39
TALLAHASSEE, FLORIDA

266/a1018
070197.0926/070197.0926

nc 8/5/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 29, 1997

FRIEMAN, ROSENWASSER & GOLDBAUM
THE PLAZA-SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FL 33486

SUBJECT: FLORIDA LENDERS SERVICES COMPANY
Ref. Number: W97000017373

*Return to
Capital
Connection*

We have received your document for FLORIDA LENDERS SERVICES COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 697A0003807

Corrected

RECEIVED
97 AUG -5 PM 12:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA RESIDENTIAL CONSULTANTS COMPANY

FILED
97 AUG -5 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Florida Residential Consultants Company

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

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

2000 S. E. Port St. Lucie Blvd.
Suite A
Port St. Lucie, FL 34952

Article V

Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2000 S.E. Port St. Lucie Blvd., Suite A, Port St. Lucie, FL 34952, and the name of the initial registered agent of this corporation at the address is Jack Crahan.

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: 3. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Jack Crahan
Nick Romano
Nicholas Truncone

Article VIII

Incorporators

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

Jack Crahan
2000 S. E. Port St. Lucie Blvd.
Suite A
Port St. Lucie, FL 34952

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 1, 1997.


Jack Crahan, Incorporator

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

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FLORIDA RESIDENTIAL CONSULTANTS COMPANY

2. The name and address of the registered agent and office is:

Jack Crahan
2000 S.E. Port St. Lucie Blvd.
Suite A, Port St. Lucie, FL 34952

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.

Signature

Jack Crahan

Date:

7/3/97

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TALLAHASSEE, FLORIDA