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STEPHEN COVERT, P.A.
ATTORNEY AT LAW

760 U.S. HWY. ONE, SUITE 303
NORTH PALM BEACH, FL 33408

(561) 776-9700
FAX: (561) 776-9702

August 12, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700002267987-1
-08/15/97--01021--007
****131.25 ****131.25

RE: Mortgage Resolution Corp.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation along with a check for \$131.25 for the filing fee, the certified copy of the Articles and receipt of a certificate of good standing. Also enclosed is a self-addressed, stamped envelope.

Thank you.

Very truly yours,

STEPHEN COVERT, P.A.

Joann B. Petroff, CLA

Joann B. Petroff, CLA
:jbp
Encls:

FILED
97 AUG 15 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 8/15/97

**ARTICLES OF INCORPORATION
OF
MORTGAGE RESOLUTION CORP.**

FILED
97 AUG 15 AM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MORTGAGE RESOLUTION CORP.

The address of the principal office of this corporation shall be 649 U. S. Highway One, Suite 7, North Palm Beach, FL, 33408, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 760 U. S. Highway One, Suite 303, North Palm Beach, FL, 33408 and the name of the initial registered agent of the corporation at that address is STEPHEN COVERT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Stephen Covert
760 U. S. Highway One, Suite 303
North Palm Beach, FL 33408

ARTICLE VII. INCORPORATOR

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

Stephen Covert
760 U. S. Highway One, Suite 303
North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on August
15th, 1997.

MORTGAGE RESOLUTION CORP.

BY: 

Stephen Covert, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Stephen Covert, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: _____

Stephen Covert

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97 AUG 15 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA