Entity Name	IENT # P97000				r 29, 20 ecretary	of Sta 9 027 ***150	.00
100 MIAMI LAKES DRIVE WEST TE 100 IAMI LAKES FL 33016		Mailing Address 7900 MIAMI LAKES DRIVE WEST STE 100 MIAMI LAKES FL 33016 US					
IS Principal Place of Business 3		3. Mailing Address					(10) M(1 (308)
Suite, Apt. #, etc.		Suite, Apt. #, etc.			DO NOT WRITE IN THIS SPACE		
City & State		City & State		4. FEI Number 6	65-0801663 Not Applicable		Applicable
Zip	Country	Zip	Country	5. Certificate of Sta		\$8.75 Addit Fee.Required	
·	6. Name and Address of Current Re	gistered Agent	Name	7. Name and Addr	ess of New Registere	ed Agent	
BRAFMAN, HOWARD J 7900 MIAMI LAKES DRIVE WEST			Street Addre	s (P.O. Box Number is Not Acceptable)			
STE 100 MIAMI I AK	ES FL 33016		City	City FL Zip Code			
The above i	named entity submits this statement for the statement and statement and statement and statement and statement and statement and statement for statement and statement for statement for the stat	d title if applicable. (NOT	E: Registered Agent signature re	quired when reinstating)	DA	<u> </u>	
The above r IGNATURE _	named entity submits this statement for the Signature, typed or printed name of registered agent and ration is eligible to satisfy its Intangible equirement and elects to do so.	File if applicable. (NOT FILE NOW! After May 1, 20 Make Check Payat	E: Registered Agent signature re III FEE IS \$150.00 02 Fee will be \$550. ble to Department of	uired when reinstating) 00 10. Election State	DA [*] Campaign Financing nd Contribution.	\$5.00	0 May Be to Fees
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JOINT ANNUAL ACTION OF

SOLE SHAREHOLDER AND DIRECTORS

OF

NATIONAL UNDERWRITING SERVICES, INC.

In accordance with Sections 607.0704 and 607.0821, Florida Statutes, the undersigned, being the sole shareholder and all of the directors of **NATIONAL UNDERWRITING SERVICES**, INC., a Florida corporation (the "Company"), hereby unanimously approve, consent to, adopt and order the following action without a meeting:

1. The undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirements that notice of such meeting be given.

2. The undersigned sole shareholder and directors hereby agree that this Corporate Action shall be in lieu of any Annual Meeting of Shareholders and Annual Organizational Meeting of the Board of Directors of the Company to be held during the calendar year 2002.

3. The following persons are elected to serve as Directors of the Company until the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified:

Thomas H. Meyer Linda Barrocas-Meyer Howard J. Brafman

4. The following persons are elected to serve as officers of the Company until removed by the Directors or until their respective successors are duly elected and qualified:

NAME

OFFICE

Thomas H. Meyer	President
Linda Barrocas-Meyer	Executive Vice President
Brian Wheeler	Vice President
Mark Dallal	Vice President
Nanette Deronda	Vice President
Concepcion Queralt	Vice President, Treasurer and
Howard J. Brafman	Assistant Secretary Secretary

5. The actions of or authorized by the Officers and Directors of the Company from the last Annual Meeting of Shareholders, or the last action taken in lieu of an Annual Meeting of Shareholders, until the date hereof hereby are approved, ratified and confirmed as the acts of the Company.

The action contained and represented hereby herein shall be effective as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Corporate Action for the purpose of effecting an action of the shareholders of the Company without a meeting.

DATED, as of March 1, 2002.

SOLE SHAREHOLDER:

6.

HOMEBUILDERS FINANCIAL NETWORK INC. President

Barrocas-Mever