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WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931

January 1, 1998

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Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

RE: WILLIAM R. RUSSELL MORTGAGE BROKER, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$ 122.50 made payable to the Department of State. This includes incorporation fee and fee for a certified copy of Articles of Incorporation.

very truly yours,

WILLIAM R. RUSSELL



Enclosures

FILED
98 JAN 29 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WILLIAM R. RUSSELL MORTGAGE BROKER, INC.

FILED
98 JAN 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 is WILLIAM R. RUSSELL MORTGAGE BROKER, INC.

ARTICLE II - PRINCIPAL OFFICE

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

C/O WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931

ARTICLE III - CAPITAL STOCK

The corporation shall have the authority to issue 500 shares, all on one class of Capital Stock, with par value of \$ 1.00 per share.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the initial registered office is:

WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931

ARTICLE V - INCORPORATOR

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

WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931

ARTICLE VI - DIRECTORS

The number of directors constituting its initial Board of Directors is ONE (1) whose name and address ARE:

WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931

ARTICLE VII - PURPOSE

The purpose for which the corporation is organized is to engage in MORTGAGE BROKERAGE or business permitted under the laws of the United states and the State of Florida.

ARTICLE VIII - POWERS OF THE CORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting with no less than two-thirds (2/3) vote of the common stock.

The holders of the common stock of this corporation shall have pre-emptive right to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized share of common stock held by the holder to all shares of common stock currently authorized.

The undersigned has executed these Articles of Incorporation this January 1, 1998 .


WILLIAM R. RUSSELL
Incorporator

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


Pursuant to the provisions of Section 307.0501, 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:

WILLIAM R. RUSSELL MORTGAGE BROKER, INC.

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

WILLIAM R. RUSSELL
238 ANTIGUA DRIVE
COCO BEACH, FL 32931



WILLIAM R. RUSSELL

TITLE: REGISTERED AGENT

DATE: 1-26-98

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.



WILLIAM R. RUSSELL

DATE: 1-26-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 29 AM 8:50

FILED