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ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW

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2999 NORTHEAST 191 STREET
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ADAM R. SCHIFFMAN

February 11, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

EFFECTIVE DATE
2-10-98

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-02/12/98--01040--014

****122.50 ****122.50

RE: International Mortgage Lenders Corp.

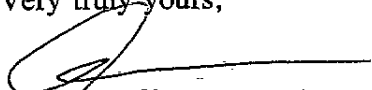
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of International Mortgage Lenders Corp.

Enclosed also is my check in the amount of \$122.50 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

ARS:sk
encls.

FILED
98 FEB 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 2/13/98

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MORTGAGE LENDERS CORP.

FILED
98 FEB 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

EFFECTIVE DATE
2-10-98

The name of the Corporation shall be:

INTERNATIONAL MORTGAGE LENDERS CORP.

The Corporation's address is:

2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE II
DURATION

The corporation shall commence its existence on February 10, 1998, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

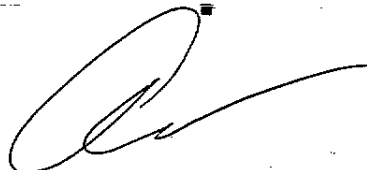
Adam R. Schiffman
2999 N.E. 191st Street
Suite 900
Aventura, Florida 33180

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
10th day of February, 1998.



ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 10th day of February, 1998.



ADAM R. SCHIFFMAN

FILED
98 FEB 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of International Mortgage Lender Corp., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 10th day of February, 1998.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
CHERYL D PUZON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC598806
MY COMMISSION EXP. NOV. 19, 2000