

2417 UNIVERSITY DR.
CORAL SPRINGS, FL. 33065
OFC-954-575-1500 1-877-406-3055
FX-954-475-4558

DISCOUNT MORTGAGE

P98000015654

December 20, 1999

PLEASE BE ADVISED THAT THE CHANGES TO BE MADE ARE ENCLOSED ON OUR OWN
"AMENDED ARTICLES OF INCORPORATION OF DMP MORTGAGE, INC." FORM. PLEASE
SEND US BACK ONE ORIGINAL CERTIFIED COPY OF THE ARTICLES OF
INCORPORATION. FOR FURTHER INFORMATION REGARDING THIS MATTER PLEASE
CALL HOWARD GITLAN AT THE NUMBER ABOVE.

400003078984--2
-12/23/99-01030-005
*****43.75 *****43.75

Sincerely,


HOWARD GITLAN
VICE PRESIDENT

FILED
00 FEB - 3 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMEND
RRB
2/3

"THE MORTGAGE PROFESSIONALS"



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 2000

HOWARD GITLAN
DISCOUNT MORTGAGE
2417 UNIVERSITY DR.
CORAL SPRINGS, FL 33065

SUBJECT: DMP MORTGAGE, INC.
Ref. Number: P98000015654

We have received your document for DMP MORTGAGE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

✓ **(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE DOCUMENT MUST INCLUDE THE MANNER OF ADOPTION OF THE AMENDMENT AND THE DATE IT WAS ADOPTED.

✓ IN ARTICLE VIII, PLEASE TAKE OUT THE WORD "FIRST".

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

DIVISION OF CORPORATIONS

00 FEB -3 PM 12:15

RECEIVED

If you have any questions concerning the filing of your document, please call
(850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 200A00002488



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 2000

HOWARD GITLAN
DISCOUNT MORTGAGE
2417 UNIVERSITY DR.
CORAL SPRINGS, FL 33065

SUBJECT: DMP MORTGAGE, INC.
Ref. Number: P98000015654

RECEIVED
00 JAN 18 AM 9:04
DIVISION OF CORPORATIONS

We have received your document for DMP MORTGAGE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE AMENDED ARTICLES ARE NOT FOR THE PURPOSE OF FORMING A CORPORATION AS STATED IN THE FIRST PARAGRAPH. PLEASE CORRECT.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

AMENDED ARTICLES OF INCORPORATION
OF
DMP MORTGAGE, INC.

00 FEB -3 PM 2:29
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Amended Articles of Incorporation:

ARTICLE I

The name of the corporation is DMP MORTGAGE, INC. and the principal place of business is 2417 University Drive, Coral Springs, Florida 33065.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE VI

The street address of the registered office of this corporation is 2417 University Drive, Coral Springs, Florida 33065, and the name of the Registered Agent of this corporation at that address is WILLIAM BETTLER. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the Board of Directors of the corporation is two (2). The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of each of the members of the Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME: WILLIAM BETTLER - President, Director, and Treasurer
ADDRESS 2417 University Drive, Coral Springs, Florida 33065

NAME: HOWARD ALLEN GITLAN - Vice President, Director, Secretary, and Assistant
Treasurer
ADDRESS 2417 University Drive, Coral Springs, Florida 33065

ARTICLE IX

The name and address of each person signing these Articles as an Incorporation are as follows:

NAME: WILLIAM BETTLER
ADDRESS 2417 University Drive, Coral Springs, Florida 33065

NAME: HOWARD ALLEN GITLAN
ADDRESS 2417 University Drive, Coral Springs, Florida 33065

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected.
2. Any limitation upon the transferability or assignment of the stock.
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.

4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

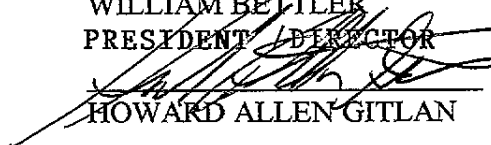
ARTICLE XII

These Amended Articles of Incorporation were adopted on November 11, 1999 by the Board of Directors and shareholder action was not required.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 11 day of November, 1999.



WILLIAM BETTLER
PRESIDENT / DIRECTOR



HOWARD ALLEN GITLAN

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM BETTLER and HOWARD ALLEN GITLAN, to me well known who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 11 day of NOV, 1999.



Arlene J. Sperling

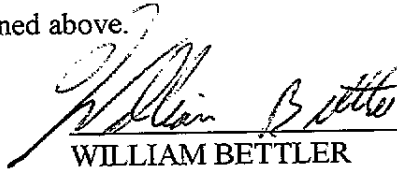
NOTARY PUBLIC-State of Florida

My Commission Expires: NOV 11 2001

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, Florida Statutes, the following submitted: DMP MORTGAGE, INC., desiring to organize or qualify under the laws of the State of Florida, has named WILLIAM BETTLER as its Registered Agent to accept service of process within Florida,

at 2417 University Drive, Coral Springs, Florida 33065, which address is also designated as the registered office of the corporation first mentioned above.


WILLIAM BETTLER

Dated: 11/11/99

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certificate, WILLIAM BETTLER hereby accepts to act in that capacity and further agrees to comply with the provision of all statutes relative to the proper and complete performance of such duties.


WILLIAM BETTLER

Dated: 11/11/99