

4/14/98

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: THE CLOSING AGENT OF FLORIDA, INC.

AUDIT NUMBER.....H98000007032

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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ARTICLE I - NAME

The name of this corporation is THE CLOSING AGENT OF FLORIDA,  
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on  
the date of the filing of these Articles with the Department  
State.

ARTICLE III - PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000)  
shares of One dollar (\$1.00) par value common stock which shall be  
designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of  
this corporation shall have the right to purchase his pro rata  
share thereof (as nearly as may be done without issuance of  
fractional shares) at the price at which it is offered to others.

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA &  
STULTS, The Commonwealth Building, Suite 100, 2881 East Oakland  
Park Boulevard, Fort Lauderdale, Florida 33306 (954) 565-0894

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2881 East Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida, 33306 and the name of the initial registered agent of this corporation at that address is JASON A. DONN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

JASON A. DONN  
2881 East Oakland Park Boulevard Suite 100  
The Commonwealth Building  
Fort Lauderdale, Florida 33306

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

JASON A. DONN  
2881 East Oakland Park Boulevard Suite 100  
The Commonwealth Building  
Fort Lauderdale, Florida 33306

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - AMENDMENT

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This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of April, 1998.

  
Subscriber: JASON A. DONN

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )


Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JASON A. DONN who produced a Florida Driver's license and known by me to be the person, did not take an oath, who executed those Articles of Incorporation.

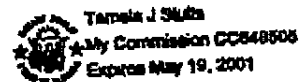
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4th of April, 1998.

NOTARY PUBLIC

Sign:

Print:

  
T. Stalke



State of Florida at Large  
My Commission Expires:

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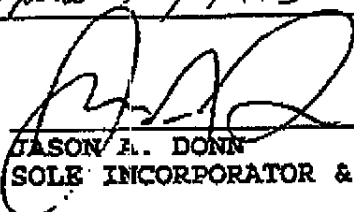
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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,  
the following is submitted:

FIRST that THE CLOSING AGENT OF FLORIDA, INC. desiring to  
organize or qualify under the laws of the State of Florida, with  
its principal place of business at 2881 East Oakland Park Blvd.  
Suite 100, Fort Lauderdale, Florida 33306, has named JASON A. DONN,  
The Commonwealth Building, 2881 East Oakland Park Blvd., Suite 100,  
Fort Lauderdale, Florida 33306, as its agent to accept service of  
process within Florida.

Dated: April 9<sup>th</sup>, 1998

  
JASON A. DONN  
SOLE INCORPORATOR & REGISTERED AGENT

Having been named to accept service of process for the  
above named corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all states relative to the  
proper performance of my duties.

  
JASON A. DONN  
Registered Agent

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