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Craig Sharet, C.P.A., P.A.
300 South Pine Island Road
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Plantation, Florida 33324
(954) 423-4050

March 19, 1998

Secretary of State
Corporate Records Division
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Melodious Enterprises, Inc.

300002488893--2
-04/15/98--01008--014
****122.50 ****122.50

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above proposed corporation. Also, enclosed please find a check in the amount of \$ 122.50 covering filing fees and payment of an executed copy of said articles.

Please file the original Articles and return the certified copy to me at the above address.

Very truly yours,

C. Sharet, CPA PA
Craig Sharet, C.P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK APR 16 1998

ARTICLES OF INCORPORATION
OF
MELODIOUS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I
Corporate Name and Address

The name of the Corporation is Melodious Enterprises, Inc., and its principal office is located at 131 S.E. 8th Street; Pompano Beach, Florida 33060.

ARTICLE II
Term of Existence

The duration of the Corporation is perpetual, to be commenced with the filing of these Articles of Incorporation with the Department of State within the State of Florida.

ARTICLE III
Nature of the Corporate Business

The general purpose for which the Corporation is organized is:

- 1) To provide mortgages and other financial services, and to do such things which are related and incidental to the foregoing, or necessary, or desirable in order to accomplish the foregoing; and
- 2) To transact any other lawful business for which Corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share. The shareholders have agreed to subscribe to the common stock, for value and consideration, in the following amounts:

Melody Fleri

1,000 shares

ARTICLE V
Initial Registered Agent

The street address of the initial registered office of the Corporation is 131 S.E. 8th Street; Pompano Beach, Florida 33060. The name of the initial registered agent is Melody Fleri located at the above address.

ARTICLE VI
Initial Board of Directors

- 1) The number of directors on the initial board of directors of the Corporation is one (1).
- 2) The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Melody Fleri	131 S.E. 8 th Street Pompano Beach, FL 33060

- 3) The number of directors may be changed from time to time by the By-Laws, but at no time shall the number of directors be less than one (1).

ARTICLE VII
Incorporators

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Melody Fleri	131 S.E. 8 th Street Pompano Beach, FL 33060

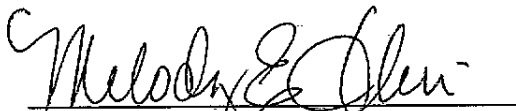
ARTICLE VIII
Director Action

The directors of this Corporation may take action by written consent as provided by law

ARTICLE IX
Indemnity

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

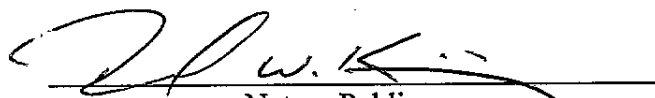
In witness whereof, I have hereunto subscribed my name and affixed my seal, at Pompano Beach, Broward County, Florida, on March 23, 1998.


Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD

The foregoing instrument was acknowledged to me this 23rd day of March, 1998, by MELODY FLERI, who (is personally known to me) (has produced Personally Known as identification) and who did take an oath.

In witness whereof, I have hereunto set my hand and official seal.


Notary Public

My Commission Expires:



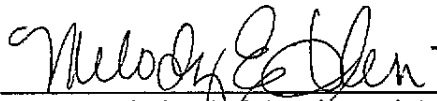
Russell W. Kiniry
MY COMMISSION # CC696231 EXPIRES
November 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, Melodious Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward, State of Florida, has named Melody Fleri, located at 131 S.E. 8th Street, Pompano Beach, Florida 33060, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at a place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Melody Fleri, Registered Agent

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TALLAHASSEE, FLORIDA