



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787164 81599A

AUTHORIZATION :

COST LIMIT : \$122.50

*Patricia Pizut*

ORDER DATE : April 20, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 787164-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq  
MARC P. OSSINSKY, P.A.

210 North Wymore Road

Winter Park, FL 32789

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 20 AM 12:44

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DOMESTIC FILING

NAME: RESEARCH MORTGAGE CORPORATION  
OF FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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*8/1/98*

ARTICLES OF INCORPORATION

OF

RESEARCH MORTGAGE CORPORATION OF FLORIDA

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

RESEARCH MORTGAGE CORPORATION OF FLORIDA  
427 Hornbill Place  
Winter Springs, FL 32708

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32789 and the name of its initial Registered Agent at that address is Marc P. Ossinsky.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

James P. Tierney

427 Hornbill Place  
Winter Springs, FL 32708

Article 7. Incorporators. The name and address of each Incorporator is as follows:

James P. Tierney, 427 Hornbill Place, Winter Springs, FL 32708

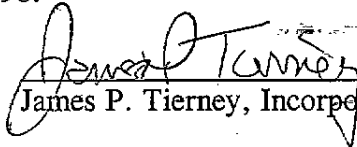
Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 11. Commencement of Corporate Existence. In accordance with Fla. Stat. §607.0203, the date when corporate existence shall commence is April 20, 1998.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17 day of April, 1998.

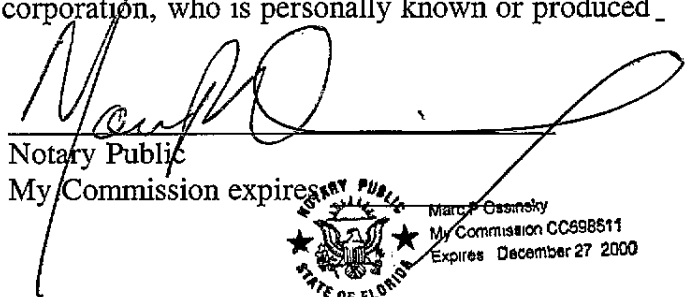
  
James P. Tierney, Incorporator

STATE OF FLORIDA )

ss.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 17 day of April, 1998, by James P. Tierney, director of RESEARCH MORTGAGE CORPORATION OF FLORIDA, a corporation, on behalf of the corporation, who is personally known or produced FLA. D.L. as identification.

  
Notary Public

My Commission expires

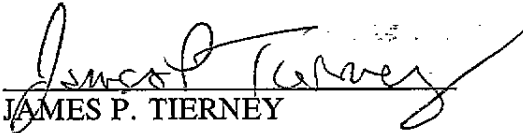


Marc A. Ossinsky  
My Commission CC98511  
Expires December 27, 2000

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RESEARCH MORTGAGE CORPORATION OF FLORIDA, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 427 Hornbill Place, Winter Springs, FL 32708 has named Marc P. Ossinsky, located at 210 N. Wymore Rd., Winter Park, FL 32789, as its agent to accept service of process within Florida.

  
JAMES P. TIERNEY

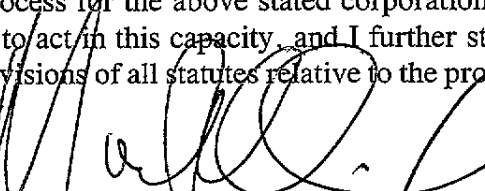
Incorporator

Title

4/17/98

Date

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

  
Marc P. Ossinsky, Registered Agent

4/17/98

Date

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