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4/20/98

FLORIDA DIVISION OF CORPORATIONS  
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((H98000007432 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: MORTGAGE FINANCIAL GROUP OF FLORIDA, INC.

AUDIT NUMBER.....H98000007432

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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APR 20 1998

ARTICLES OF INCORPORATION

OF

MORTGAGE FINANCIAL GROUP OF FLORIDA, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. **NAME:** The name of the Corporation is:  
MORTGAGE FINANCIAL GROUP OF FLORIDA, INC.
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **CAPITAL STOCK:** The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock of one class at no par value.
5. **PRINCIPAL OFFICE:** The address of the principal office of the corporation is 2300 NE 5th Avenue, Boca Raton, Florida 33431.
6. **INITIAL REGISTERED AGENT:** The name and address of the initial registered agent of the corporation is Arthur Keefe, 2300 NE 5th Avenue, Boca Raton, Florida 33431.
7. **INITIAL BOARD OF DIRECTORS:** The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1) director.  
  
The name and address of the initial director is:  
  
Arthur Keefe, 2300 NE 5th Avenue, Boca Raton, Florida 33431.
8. **AMENDMENT OF ARTICLES:** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to reservation.
9. **INDEMNIFICATION:** To the extent permitted by law, the Corporation shall indemnify any officer or director or any former officer of director in the manner set out and provided for the bylaws of the Corporation.<sup>1</sup>

<sup>1</sup>Prepared by: Jorge E. Hernandez  
4884 Sheridan Street  
Hollywood, Florida 33021  
(954) 380-5348

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10. INCORPORATOR: The name and address of the incorporator is Arthur Keefe, 2300 NE 5th Avenue, Boca Raton, Florida 33431.

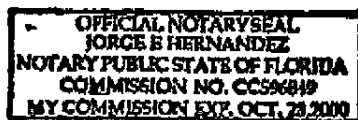
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 18 day of April, 1998.

  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME the undersigned authority personally appeared Arthur Keefe who has produced Florida D.L. as identification and who executed the foregoing Articles of Incorporation and her acknowledged to and before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 18 day of April, 1998.



  
NOTARY PUBLIC, State of Florida

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**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 607.325 of the Florida Statutes the following is submitted in compliance with said Act:

MORTGAGE FINANCIAL GROUP OF FLORIDA, INC. the undersigned corporation organized to do business under the laws of this State, has appointed Arthur Keefe, as its agent to accept service of process within this State at 2300 NE 5th Avenue, Boca Raton, Florida 33431.

Having been named to accept service of process for the above stated corporation we hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Arthur Keefe \_\_\_\_\_ Date \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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