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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~SCHEIDT & SUTHERLAND~~ *Suz*
PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: GREAT COUNTRY MORTGAGE BANKERS CORP.

AUDIT NUMBER.....H98000006638

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 7, 1998

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: GREAT COUNTRY MORTGAGE BANKERS CORP.
REF: W98000007769

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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Letter Number: 598AG0018480

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 14, 1998

Ms. Anna Cooper
8331 SW 76th Street
Miami, FL 33173

Dear Ms. Cooper:

Re: "Great Country Mortgage Bankers Corporation"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

H98000006638

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Great Country Mortgage Bankers Corp.

Article II. Address

The mailing address of the Corporation is:
Great Country Mortgage Bankers Corp.
10520 N.W. 26th Street, Suite C 201
Miami FL 33172

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Anna Cooper
10520 N.W. 26th Street, Suite C 201
Miami FL 33172

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Anna Cooper

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on April 20, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

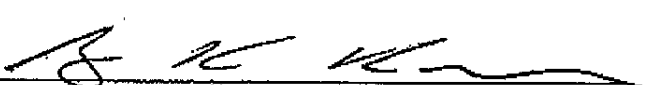
Great Country Mortgage Bankers Corp.

REGISTERED AGENT/OFFICE:

**Anna Cooper
10520 N.W. 26th Street, Suite C 201
Miami FL 33172**

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ANNA COOPER
by G. K. Kuroda as attorney-in-fact

Date: April 20, 1998

**Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686**

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