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Michelle R. Abramson, Esq.
Attorney at Law
70 S.E. Fourth Avenue
Delray Beach, Florida 33483

Admitted Florida &
New York Bars

(561) 265-1010
Fax (561) 276-5803

May 19, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: WORTH MORTGAGE COMPANY, INC.

Dear Sir or Madam:

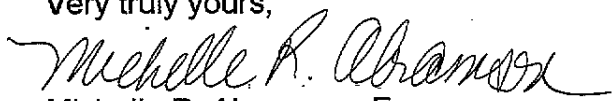
Enclosed herein please find the following:

1. Original and one signed copy of Articles of Incorporation for Worth Mortgage Company, Inc.
2. Check in the amount of \$122.50 made payable to the Secretary of State for filing of same.

Please return a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Thank you for your attention and cooperation in this matter.

Very truly yours,


Michelle R. Abramson, Esq.

MRA:jz
Enclosures

FILED
98 JUN -9 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 6/11/98

ARTICLES OF INCORPORATION
OF
WORTH MORTGAGE COMPANY, INC.

FILED
98 JUN -9 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: WORTH MORTGAGE COMPANY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The purpose or purposes for which the corporation is organized to provide mortgage financing and financial services to the general public and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - AUTHORIZED SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: An initial 100 shares of Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Classes of Stock. The shares of the corporation are not to be divided into classes. There shall be one class known as common shares.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of said corporation is to be located at: 6403 Eastpointe Pines Street, Palm Beach Gardens, FL 33418 and the name of the initial Registered Agent at such address is JAMES A. FANTIN. The Corporation retains the privilege, however, of having branch offices or places of business at any other place, or places, within or without the State of Florida, or in foreign countries.

ARTICLE VI - CONDUCT OF BUSINESS

The business of this corporation shall be conducted by a Board of Directors which shall consist of no less than one (1) and no more than three (3) persons, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors who shall hold office from the organization of this corporation to the first Annual Meeting of shareholders, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
JAMES A. FANTIN	6403 Eastpointe Pines Street Palm Beach Gardens, FL 33418
SABRINA FANTIN	6403 Eastpointe Pines Street Palm Beach Gardens, FL 33418

ARTICLE VIII - INCORPORATOR

The name and address of the initial Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
JAMES A. FANTIN	6403 Eastpointe Pines Street Palm Beach Gardens, FL 33418

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENTS

The Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders, proposed to them by the Director(s), at a stockholder's meeting, after due notice, by three-fourths of the stock entitled to vote thereon and present at the said meeting.

ARTICLE XI - PREEMPTIVE RIGHTS

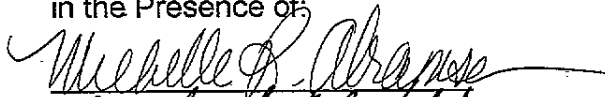
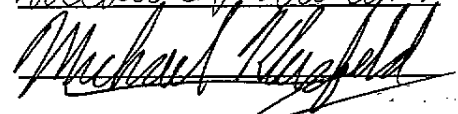
The corporation and thereafter holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any shareholder is determined by the ratio of the

authorized and issued shares of common stock held by that holder as compared to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation, at Delray Beach, Palm Beach County, Florida, this 19th day of May, 1998.


INCORPORATOR

Signed, Sealed and Delivered
in the Presence of:


STATE OF FLORIDA)

SS:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of May, 1998, by JAMES A. FANTIN, who is personally known to me or who has produced as identification and who did not take an oath.

(SEAL)



Signature of person taking acknowledgment

Michelle R. Abramson
Typed or printed name of person taking acknowledgment



Notary Public, State of Florida

Title or rank

CC 590961
Serial number

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

WORTH MORTGAGE COMPANY, INC.

2. The name and address of the registered agent and office is:

JAMES A. FANTIN
6403 Eastpointe Pines Street
Palm Beach Gardens, FL 33418

Signature

Title Registered Agent

Date May 19, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date May 19, 1998

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TALLAHASSEE, FLORIDA