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TOLGYESI, KATZ, TARR & HANKIN, P.A.
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June 4, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-06/15/98-01052-021
****122.50 ****122.50

Re: Filing of Articles of Incorporation of Money Man Mortgage Company

Dear Sir/Madam:

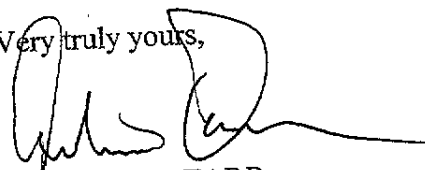
Enclosed please find the following:

1. Two (2) originals of the Articles of Incorporation of Money Man Mortgage Company; and
2. Tolgyesi, Katz, Tarr & Hankin, P.A. check in the amount of \$122.50 payable to Secretary of State.

Please stamp one (1) original of the Articles of Incorporation with the date of filing and return it to me in the self addressed stamped envelope.

If you have any questions with regard to this matter, please contact me at your earliest convenience.

Very truly yours,


ANDREW D. TARR

ADT/r

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 15 PM 2:12

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ARTICLES OF INCORPORATION
OF
MONEY MAN MORTGAGE COMPANY

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is MONEY MAN MORTGAGE COMPANY.

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 1909 Tyler Street, Hollywood, Florida. The mailing address of the Corporation is 1909 Tyler Street, Suite 400, Hollywood, Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is First Union Building - Fourth Floor, 1909 Tyler Street, Hollywood, Florida 33020 and the name of the initial Registered Agent of the Corporation is Andrew D. Tarr, Esquire.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 2:12

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director(s) to hold office until the first annual meeting of shareholders and successors to said directors shall have been duly elected and qualified, or until the earlier resignation, removal from office, or death of said directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation :

NAME

ADDRESS

Phil Basile

1460 Broadway, Seventh Floor
New York, New York 10036

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

Andrew D. Tarr, Esquire

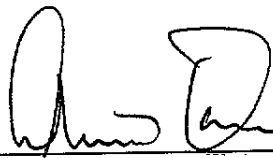
First Union Building - Fourth Floor
1909 Tyler Street
Hollywood, Florida 33020

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 4th day of June, 1998



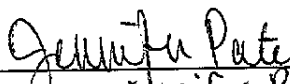
Andrew D. Tarr

FILED STATE
SECRETARY OF CORPORATIONS
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1998

**STATE OF FLORIDA
COUNTY OF BROWARD**

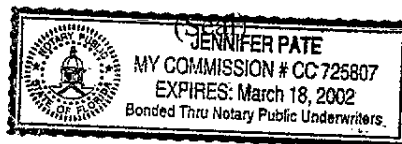
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared ANDREW D. TARR, who is personally known to me or who has produced _____ as identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 4th day of June, 1998



Name: Jennifer Pate
NOTARY PUBLIC

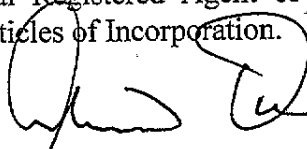
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of MONEY MAN MORTGAGE COMPANY as made in the foregoing Articles of Incorporation.

DATE: June 4, 1998



ANDREW D. TARR