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-08/21/98-01085-001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ROSE MORTGAGE INC.

8/17/98

DEAR Ms. McDUFFIE,

ENCLOSED ARE THE  
ARTICLES OF INCORPORATION  
WITH A CHECK FOR \$70.00.  
I DO NOT REQUIRE CERTIFIED  
COPIES OF MY CHARTER.

SINCERELY,  
Bill Rose  
Bill Rose

FILED  
98 AUG 21 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
8/21/98

Bill Rose  
10540 PARK RD APT 103  
Hollywood, FL 33021

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ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ROSE MORTGAGE INC.

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

ARTICLE I NAME

The name and initial address of this corporation shall be:

Rose Mortgage Inc.  
1051 South Park Road #103  
Hollywood, Florida 33021

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares, no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

President/  
Secretary: Billy Rose, 1051 South Park Road #103  
Hollywood, Florida 33021

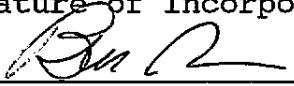
ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Billy Rose 1051 South Park Road #103  
President/Secretary Hollywood, Florida 33021


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of August, 1998.

Signature of Incorporator

  
Billy Rose

STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me this 17 day of August, 1998 by Billy Rose.

Notary Public 

My Commission Expires: OCT-1999



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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: Rose Mortgage Inc.
2. The name and address of the registered agent and office is:  
Billy Rose, 1051 South Park Road  
Hollywood, Florida 33021.

SIGNATURE Bm R  
(Corporate Officer)

TITLE SECRETARY

DATE 8/17/98

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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Bm R

DATE 8/17/98