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Jeffrey McGovern
Burton Hall Partners
21218-10 St. Andrews Blvd, Suite 205
Boca Raton, FL 33433
561-715-4585

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 10:41-5

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-08/19/98-01010-005
****245.00 ****122.50

RE: Articles of Incorporation for Burton Hall Partners, Inc. and Investment Mortgage, Inc.

Gentlemen:

Enclosed please find the proposed Articles of Incorporation for TWO (2) new Florida Corporations, BURTON HALL PARTNERS, INC. and ~~INVESTMENT MORTGAGE, INC.~~ as well as payment in the amount of Two Hundred Forty-Five Dollars and Zero Cents (\$245.00).

Please place these documents in line for processing. Thank you very much.

Sincerely,


Jeffrey McGovern

enclosures

W98-19163

D. BROWN AUG 24 1998

**ARTICLES OF INCORPORATION
INVESTMENT MORTGAGE, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of the Corporation is **INVESTMENT MORTGAGE, INC.**

**ARTICLE II
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Laws of the United States and the State of Florida.

**ARTICLE III
REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of FLORIDA is 23282 Boca Chica Circle, Boca Raton, Florida 33433 and the name of its initial registered agent at such address is BARTON GROUP, INC., a Florida Corporation qualified to do business under the laws of this State.

**ARTICLE IV
PRINCIPLE OFFICE**

The principle office of the Corporation shall be 21218-10 St. Andrews Boulevard, Suite 205, Boca Raton, Florida 33433.

**ARTICLE V
AUTHORIZED CAPITAL STOCK**

The total number of shares of which the Corporation shall have the authority to issue are 100 with No Par Value.

**ARTICLE VI
PROVISIONS**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VII
INDEMNIFICATION**

To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

**ARTICLE VIII
DURATION**

The duration of the Corporation shall be perpetual.

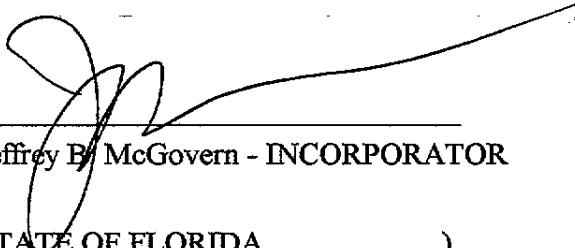
**ARTICLE IX
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

Clifford Paul Lee
21218-10 St. Andrews Boulevard, Suite 205
Boca Raton, Florida 33432

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 14th day of August, 1998.



Jeffrey B. McGovern - INCORPORATOR

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JEFFREY B. MCGOVERN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS HEREOF, I have hereunto set my hand and seal this 14th day of August, 1998.



NOTARY PUBLIC, State of Florida

8/14/98



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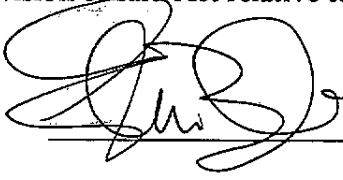
**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that INVESTMENT MORTGAGE, INC., a Florida corporation qualified to do business under the laws of this State, has appointed BARTON GROUP, INC, a Florida corporation qualified to do business under the laws of this State, as its agent to accept service of process within this State at the following address:

Barton Group, Inc
23282 Boca Chica Circle
Boca Raton, FL 33433

Having been named to accept service of process for the above stated corporation, Barton Group, Inc. hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping said office.

By:  _____

Edward Michael Balena
President
Barton Group, Inc.

August 20, 1998