

8/31/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: MORTGAGE SUBSIDIARY, INC.

AUDIT NUMBER.....H98000016274

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

CERT. OF STATUS..0

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

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **MORTGAGE SUBSIDIARY, INC.** The Corporation's mailing address is:

1155 S. Semoran Blvd., Suite 1120
Winter Park, FL 32792

ARTICLE II - DURATION

This Corporation shall exist perpetually and shall be effective as of the date of filing with the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Reinhard G. Stephan, Esq.
2699 Lee Rd. #540
Winter Park, FL 32789
(407) 629-8870 FBNO. 908622

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C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without para value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

D. Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of the fractional shares) at the price at which it is offer to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

2699 Lee Road, Suite 540
Winter Park, FL 32789

The name of the initial registered agent of this corporation shall be:

Reinhard G. Stephan

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Lillian Teplitsky	1155 S. Semoran Blvd., #1120 Winter Park, FL 32792	President Secretary/Treasurer

The number of directors may be either increased or diminished from time to time as provided for in the By-Laws.

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Reinhard G. Stephan	2699 Lee Road, Suite 540 Winter Park, FL 32789

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ARTICLE VIII - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation. The duties of the officers of this corporation shall be prescribed by such By-Laws. Such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders or in the event of the death of any of its shareholders.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of August, 1998.


Reinhard G. Stephan
Incorporator

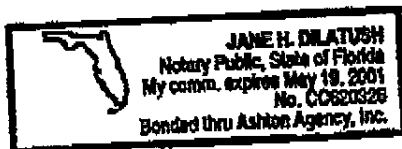
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Reinhard G. Stephan, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of August, 1998.


NOTARY PUBLIC, State of Florida

My Commission Expires:



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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, 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:
MORTGAGE SUBSIDIARY, INC.
2. The name and address of the registered agent and office is:

**REINHARD G. STEPHAN
2699 Lee Road, Ste. 540
Winter Park, FL 32789**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

REINHARD G. STEPHAN
PRINT NAME

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TALLAHASSEE, FLORIDA

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