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GREENSPAWN OFFICES OF  
Greenspoon Marder Hirschfeld Rafkin Ross & Berger

PROFESSIONAL ASSOCIATION

FILED

South Trust Bank Building • Suite 1100  
135 West Central Boulevard  
Orlando, Florida 32801  
(407) 425-6559  
Fax (407) 422-6583  
FL WATTS 888-491-1120  
Web Site: www.greenspoonmarder.com

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fort Lauderdale Office

Trade Centre South • Suite 700  
100 West Cypress Creek Road  
Fort Lauderdale, Florida 33309  
(954) 491-1120 • Fax (954) 771-9264

William Berger<sup>1</sup>  
Gregory J. Blodig  
Lourdes M. Calzadilla  
Robert B. Chapman  
Richard W. Epstein  
Pamela J. Grampa  
N. Dwayne Gray, Jr.  
Gerald Greenspoon  
Neal W. Hirschfeld<sup>2</sup>  
Cynthia J. Hoover<sup>3</sup>  
David E. Jankowitz  
Victor S. Kline  
David R. Lenox

Scott D. Levine  
Edmund O. Loos III  
Leonard Lubart  
Michael E. Marder  
Seth A. Marmor<sup>1</sup>  
Glen Rafkin<sup>1</sup>  
Michael S. Ross<sup>1</sup>  
Joseph G. Santoro  
Dana S. Schwartz  
Marc E. Schwartz<sup>1</sup>  
Kenneth J. Sobel  
Frank A. Utset  
Stephanie A. Yelenosky

February 5, 1999

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

000002767440-7  
-02/08/99-01070-0017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of Mortgage Redemption of Central Florida, Inc.

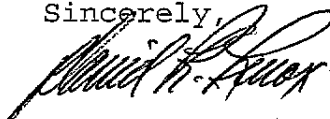
Dear Sir/Madam:

I have enclosed an original and one copy of an executed Articles of Incorporation, including a certificate designating registered office and registered agent and acceptance of registered agent for filing the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 made payable to the Secretary of State to cover the following costs:

Filing Fee for Articles	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
<b>TOTAL</b>	<b>\$122.50</b>

Please forward the conformed copy of the Articles of Incorporation to the undersigned. If you have any questions, please feel free to contact me. Thank you.

Sincerely,



David R. Lenox

DRL/amw  
Enclosures

P. Hall  
FEB 10 1999

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<sup>1</sup>Also admitted in New York

<sup>2</sup>Also admitted in Texas

<sup>3</sup>Also admitted in Colorado

ARTICLES OF INCORPORATION

OF

MORTGAGE REDEMPTION OF CENTRAL FLORIDA, INC.

FILED  
99 FEB -8 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation shall be MORTGAGE REDEMPTION OF CENTRAL FLORIDA, INC., a Florida corporation.

ARTICLE II. - NATURE OF BUSINESS

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

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred shares (100) of common stock having a par value of \$1.00 per share.

ARTICLE IV. - ADDRESS

The street address of the initial registered office of the corporation is c/o DAVID R. LENOX, ESQ., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Blvd., Suite 1100, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is:

DAVID R. LENOX, ESQ.  
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.  
135 West Central Blvd., Suite 1100  
Orlando, FL 32801

ARTICLE V. - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary

shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VI. - TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VII. - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII. - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The name and street address of each member of this corporation's first Board of Directors are as follows:

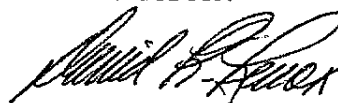
David R. Lenox, Esq.  
135 West Central Blvd., #1100  
Orlando, Florida 32801

ARTICLE IX. - INCORPORATOR

The name and address of the incorporator is as follows: David R. Lenox, 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 6 day of February, 1999.

INCORPORATOR:

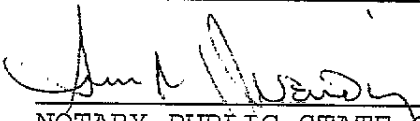


DAVID R. LENOX, ESQ.  
SouthTrust Bank Building  
135 W. Central Blvd., Suite 1100  
Orlando, FL 32801

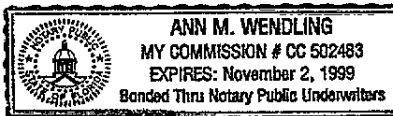
STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned, the foregoing instrument was sworn to, acknowledged and subscribed to this 5<sup>th</sup> day of February, 1999 by DAVID R. LENOX, ESQ., ~~who did~~/did not take an oath.

✓  
He is personally known to me; OR  
He has produced \_\_\_\_\_ as  
identification.

  
NOTARY PUBLIC-STATE OF FLORIDA

Ann M. Wendling  
Typed/Printed/Stamped name of Notary



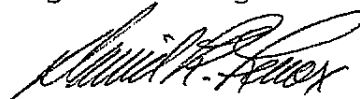
DESIGNATION OF AND ACCEPTANCE  
OF REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. MORTGAGE REDEMPTION OF CENTRAL FLORIDA, INC., a Florida corporation, a corporation organizing under the laws of the State of Florida, with its principal office located at c/o DAVID R. LENOX, ESQ., SouthTrust Bank Building, 135 W. Central Blvd., Suite 1100, Orlando, FL 32801, has named DAVID R. LENOX, ESQ., SouthTrust Bank Building, 135 W. Central Blvd., Suite 1100, Orlando, FL 32801 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



DAVID R. LENOX

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

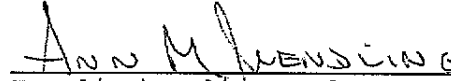
Before me, the undersigned, the foregoing instrument was sworn to, acknowledged and subscribed to this 5<sup>th</sup> day of February, 1999 by DAVID R. LENOX, ESQ., who ~~did~~/did not take an oath.

✓  
\_\_\_\_\_

He is personally known to me; OR

He has produced \_\_\_\_\_ as  
identification.

  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA

  
\_\_\_\_\_  
Typed/Printed/Stamped name of Notary

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