

P990000-18467

TRANSMITTAL LETTER

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

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-02/23/99--01061--012
*****87.50 *****87.50

SUBJECT: MARPOW MORTGAGE CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Marcia Powell
Name (Printed or typed)

5141 Magellan Way East
Address

Delray Beach FL 33484
City, State & Zip

(561) 638-0419
Daytime Telephone number

Marcia GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reading
DATE 2/26/99
DOC. EXAM T.A.

NOTE: Please provide the original and one copy of the articles.

FILED
99 FEB 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.A. - 2/26/99

**ARTICLES OF INCORPORATION OF
MARPOW MORTGAGE CORPORATION**

ARTICLE 1 - NAME

The name of the Corporation shall be:

MARPOW MORTGAGE CORPORATION

ARTICLE 11 - PRINCIPAL OFFICE

The principal place of business shall be:

5141 Magellan Way East
Delray Beach, FL 33484

ARTICLE 111 - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$.01 par value common stock which shall be designated "Common Stock."

ARTICLE IV - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE V - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

99 FEB 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial Registered Office of the Corporation shall be **5141 Magellan Way East, Delray Beach, FL 33484**. The name of the initial Registered Agent of the Corporation at that address is: **Marcia Powell**

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Article of Incorporation is:

Marcia Powell
5141 Magellan Way East
Delray Beach, FL 33484

ARTICLE VIII - OFFICERS AND DIRECTORS

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the by-laws. The name and address of the initial director is:

Marcia Powell
5141 Magellan Way East
Delray Beach, FL 33484

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the Corporation or the remaining Shareholders, respectively. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law for any action related to said business.

ARTICLE XIII - PREEMPTIVE RIGHTS

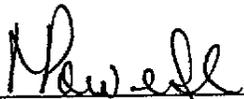
This Corporation elects to have preemptive rights.

ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of February 1999.

Pursuant to Chapter 92.525, Florida Statutes, under penalties of perjury I, Marcia Powell declare that I have read the foregoing Articles of Incorporation and the facts stated in it are true.



Signature/Incorporator

Date: 2-20-99

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate. I hereby accept the appointment 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 I am familiar with and accept the obligations of my position as registered agent.



Marcia Powell

2-20-99
Date

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TALLAHASSEE, FLORIDA