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ALFIERI and ASSOCIATES, Inc.
Attorney and Counselor at Law

Commercial Transactions
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February 22, 1999

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*****78.75 *****78.75

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

Reference: **Integrity Funding Mortgage Corporation**
Filing of Articles of Incorporation

Dear Sir or Madam:

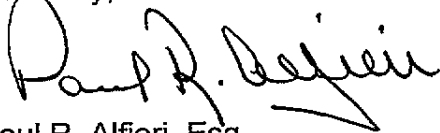
Enclosed is fully executed original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fees and fee for a certified copy of the articles of incorporation.

Please return a certified copy of the Articles of Incorporation and the Certificate of Incorporation to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/
Encl.

C:\DATA\ATTORNEY\FORMS\ICORP\STATE.LET

FILED
99 FEB 25 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK March 1999

ARTICLES OF INCORPORATION
OF
INTEGRITY FUNDING MORTGAGE CORPORATION

FILED
99 FEB 25 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

INTEGRITY FUNDING MORTGAGE CORPORATION

ARTICLE II - ADDRESS

The initial address of the corporation is:

3731 Carambola Circle North
Coconut Creek, FL 33066

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of No Par value common stock which shall be designated "Common Shares."

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is:

Angel J. Velazquez

and its address is:

3731 Carambola Circle North
Coconut Creek, FL 33066

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME

ADDRESS

Angel J. Velazquez

3731 Carambola Circle North
Coconut Creek, FL 33066

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

Angel J. Velazquez

3731 Carambola Circle North
Coconut Creek, FL 33066

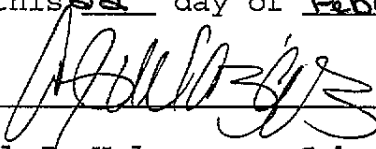
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 1999.

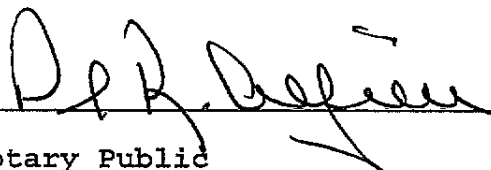


Angel J. Velazquez, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

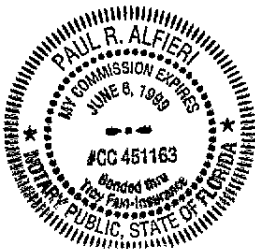
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Angel J. Velazquez**, known to me to be the person(s) who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22 day of February, 1999.



Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

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

That INTEGRITY FUNDING MORTGAGE CORPORATION having been
organized under the laws of the State of Florida, with its
principle office as indicated in the Articles of Incorporation at
3731 Carambola Circle North, Coconut Creek, Florida 33066 has named
Angel J. Velazquez its Registered Agent; and 3731 Carambola Circle
North, Coconut Creek, Florida 33066 as the place where service of
process may be served within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Angel J. Velázquez, Registered Agent

FILED
99 FEB 25 AM 8:49
CLERK OF STATE
TALLAHASSEE, FLORIDA