LEGACY MORTGAGE CORPORATION

12655 N.E. 17TH PLACE CORAL SPRINGS, FLORIDA 33071 PHONE (954) 741-1202 FAX (954) 741-5545

00025214

MARCH 9, 1999

STATE OF FLORIDA DEPARTMENT OF STATE **DIVISION OF CORPORATIONS** P.O. Box 6327 TALLAHASSEE, FLORIDA 32314

VIA PRIORITY MAIL

RE: CORPORATE REGISTRATION

To WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF THE FIRM. ALSO ENCLOSED PLEASE FIND A CHECK FOR \$122.50 TO COVER THE COST OF REGISTRATION AND AN ORIGINAL CERTIFICATE.

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

BEST REGARDS,

LEGACY MORTGAGE CORPORATION

STEVEN HAYMON

INCORPORATOR

AUTHORIZATION BY PHONE TO

HARON

AMNON I. SCHWEITZER

INCORPORATOR

MAR 1 9 1999



SON OF COMPOSITION

ARTICLES OF INCORPORATION OF Legacy Mortgage Corporation

FIRST: The name of the Corporation is Legacy Mortgage Corporation (the "Corporation").

SECOND: The duration of the Corporation is perpetual.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

FOURTH: The Corporation is authorized to issue 12,000 shares of common stock, \$.001 par value.

FIFTH: The street address of the initial registered office of the Corporation is: 12655 N.E. 17th Place, Coral Springs, Florida 33071 and the name of the registered agent of the Corporation is: Steven Haymon.

SIXTH: The Corporation shall have two director initially and the number of directors may be increased or diminished from time to time as provided in the By-Lays but shall never be less than one. The name and address of the initial directors of the Corporation are: Steven Haymon, 12655 N.E. 17th Place, Coral Springs, FL 33071, and; Andy Schweitzer, 9810 N.W. 10th Court, Plantation, Florida 33322.

SEVENTH: The name and address of the incorporators of the Corporation are: Steven Haymon, 12655 N.W. 17th Place, Coral Springs, FL 33071, and; Amnon I. Schweitzer, 9810 N.W. 10th Court, Plantation, Florida 33322.

EIGHTH: The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at

the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

NINTH:

The Corporation expressly elects not to be governed by Section 607.108 of the Florida General Corporation Act as amended from time to time, relating to affiliated transactions.

TENTH:

The Corporation expressly elects not to be governed by Section 607.109 of the Florida General Corporation Act as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence March 8, 1998.

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

Steven Haymon, Incorporator

Amnon I. Schweitzer, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

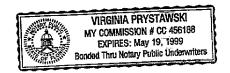
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, personally appeared Steven Haymon, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

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

Notary Public, State of Florida

at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.325 of the Florida Statutes.

Legacy Mortgage Corporation

By:

Steven Haymon, Agent 12655 N.E. 17th Place

Coral Springs, FL 33071

SECRETARY OF STATE