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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

March 18, 1999

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-03/26/99-01058-018
*****70.00 *****70.00

RE: David Kerlek Enterprises Inc.
D & K Mortgage Enterprises Inc.

Dear Sir:

Please find enclosed my client Mr. Kerlek's application for incorporation. Please process the papers, accept the fees, and return a copy and confirmation to my office address above.

If you have any questions about this matter, you may write to my office address above.

Sincerely,

Hank Paloci

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

D & K Mortgage Enterprises, Inc.

Article 1. The name of this corporation shall be D & K Mortgage Enterprises, Inc., and the street address of the initial principal office of this corporation shall be 597 Lakeland Ave., Naples, FL 34110.

Article 2. This corporation shall have perpetual existence.

Article 3. This corporation is organized for the purpose any lawful business.

Article 4. This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

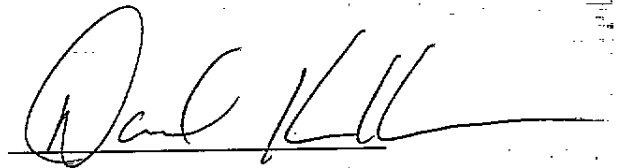
Article 5. The street address of the initial registered office of this corporation is 2069 First St. #204, Fort Myers, FL 33901. The name of the initial registered agent of this corporation shall be Henry D. Paloci III.

Article 6. This corporation shall have one director initially. The number of directors may be increased or decreased pursuant to changes in the By-Laws, but there shall never be less than one director of this corporation. The name and address of the initial director of this corporation shall be David C. Kerlek, 597 Lakeland Ave., Naples, FL 34110.

Article 7. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

DULY WITNESSED, the undersigned subscriber has executed these Articles of

Incorporation this day, 18 Mar 1985.

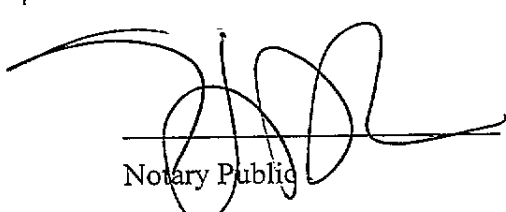


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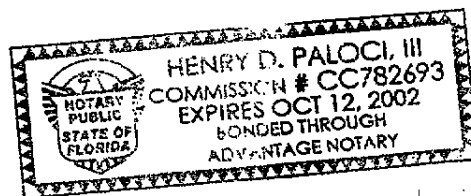
STATE OF FLORIDA
COUNTY OF HENDRY

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, David C. Kerlek appeared, personally known to me and known by me to be the person who executed these Articles of Incorporation; and he acknowledged before me that he executed these Articles of Incorporation.

DULY WITNESSED, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this day, 3-18-88.


Notary Public

My Commission Expires: . . .



ACCEPTANCE OF REGISTERED AGENT

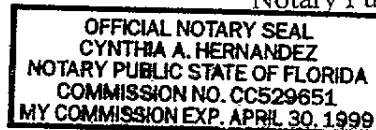
STATE OF FLORIDA
COUNTY OF HENDRY

Before me, the undersigned authority, Henry D. Paloci III appeared personally, known to me to be the person described in the foregoing Articles of Incorporation as the Resident Agent, and who hereby accepts said designation, and further states that the place of business where said Resident Agent shall accept service of papers on behalf of the professional association shall be 2069 First St. #204, Fort Myers, FL 33901; and, he acknowledged before me that he executed that Acceptance freely and voluntarily and for the uses expressed herein.

SWORN TO and subscribed before me in the county and state aforesaid this day,
18th of March, 1999

Cynthia A. Hernandez

Notary Public



My Commission Expires:

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DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA