



THE UNITED STATES CORPORATION COMPANY

P990043671

99 MAY 13 PM 12:30

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 237687 124904A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : May 12, 1999

ORDER TIME : 4:53 PM

000002873390--5

ORDER NO. : 237687-005

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa JOHN P. MILLER, C.P.A., P.A. JOHN P. MILLER, C.P.A., P.A. 2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: HOME EQUITY LENDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

PK 5/13/99

STATE OF FLORIDA SECRETARY OF STATE

99 MAY 13 AM 8:53

RECEIVED

FILED

99 MAY 13 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

HOME EQUITY LENDING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

HOME EQUITY LENDING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Home Equity Lending, Inc.
2250 N. Fed. Hwy.
Boca Raton, FL 33431

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Three Hundred (300) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

Bradford R. Geisen
2250 N. Fed. Hwy.
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Bradford R. Geisen
2250 N. Fed. Hwy.
Boca Raton, FL 33431

Dominic A. Muttillio
2250 N. Fed. Hwy.
Boca Raton, FL 33431

Gregory M. Sullivan
2250 N. Fed. Hwy.
Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

The names, addresses, and titles of the corporate officers are as follows:

Bradford R. Geisen, President
2250 N. Fed. Hwy.
Boca Raton, FL 33431

Dominic A. Muttillio, Vice-President
2250 N. Fed. Hwy.
Boca Raton, FL 33431

Gregory M. Sullivan, Secretary/Treasurer
2250 N. Fed. Hwy.
Boca Raton, FL 33431

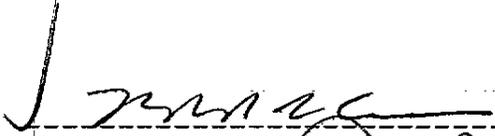
The names, addresses, and titles of the corporate directors
is as follows:

Bradford R. Geisen, Director
2250 N. Fed. Hwy.
Boca Raton, FL 33431

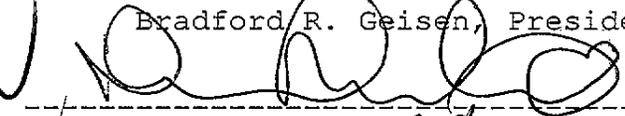
Dominic A. Muttillio, Director
2250 N. Fed. Hwy.
Boca Raton, FL 33431

Gregory M. Sullivan, Director
2250 N. Fed. Hwy.
Boca Raton, FL 33431

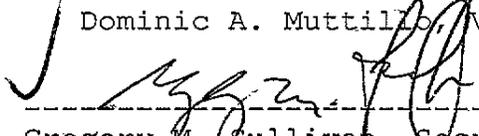
The undersigned has executed these Articles of Incorporation
this eleventh day of May, 1999.



Bradford R. Geisen, President and Director



Dominic A. Muttillio, Vice-President and Director



Gregory M. Sullivan, Secretary/Treasurer and Director

FILED

99 MAY 13 PM 12:30

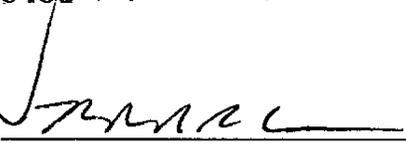
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Home Equity Lending, Inc.
2. The name and address of the registered agent and office is:

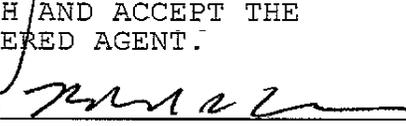
Bradford R. Geisen
2250 N. Fed. Hwy.
Boca Raton, FL 33431

SIGNATURE 

TITLE:

DATE: May 11th, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: May 11th, 1999