

COUNTERBALANCE INVESTMENTS, INC.

P99 0000 86157

September 16, 1999

Secretary of State
Division of Corporations
New Filing Section
PO Box 6327
Tallahassee, FL 32314

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Dear Sir / Ma'am:

Enclosed herewith please find executed Articles of Incorporation for the following:

Harvest International, Inc.
Direct Mortgage USA, Inc.

Also please find enclosed two checks each in the amount of seventy-eight and 75/xx dollars for the filing and return of certificate of the filed Articles. Please apply the check from Ms. Barros to Harvest International, and the check from Mr. Dhanji to Direct Mortgage USA, Inc. Kindly forward the certified copies to the attention of COUNTERBALANCE INVESTMENTS, Inc., at the address as it appears on this letterhead.

Very truly yours,



Shahrukh Dhanji
for and on behalf of CBI

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF

HARVEST INTERNATIONAL GROUP, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation

ARTICLE 1. Name: The name of the corporation is: HARVEST INTERNATIONAL GROUP, Inc.

ARTICLE 2. Duration: The duration of the corporation is perpetual

ARTICLE 3. Purpose: The general purpose for which this corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is (100) ONE HUNDRED shares of Common Stock. Such shares shall be of a single class and shall have a par value of (1.00) One dollar per share.

ARTICLE 5. Initial Registered Office and Agent: The street address of the initial principal office of the Corporation is: 8016 WILES ROAD, coral springs, fl 33067 and the name of the initial Registered Agent is SUZAN H. BARROS

ARTICLE 6. Initial Board of Directors: The number of Directors constituting the initial Board of Directors is (2) TWO. The number of Director(s) may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than 2 (TWO). The name and address of each initial Director of the Corporation is as follows:

- | | |
|-------------------------|-------------------------------|
| 1. SUZAN H. BARROS | 2. SHIRLEY de BARROS BAPTISTA |
| 8016 WILES ROAD | 8016 WILES ROAD |
| CORAL SPRINGS, FL 33067 | CORAL SPRINGS, FL 33067 |

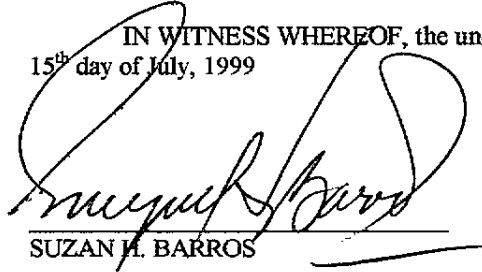
ARTICLE 7. Incorporators: The name and address of each incorporator is as follows:

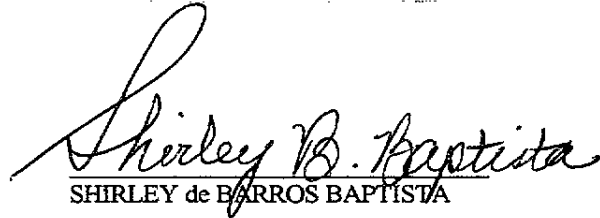
- | | |
|-------------------------|-------------------------------|
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| CORAL SPRINGS, FL 33067 | CORAL SPRINGS, FL 33067 |

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TALLAHASSEE FLORIDA

ARTICLE 8. Amendment: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the 15th day of July, 1999


SUZAN L. BARROS


SHIRLEY de BARROS BAPTISTA

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of HARVEST INTERNATIONAL, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 15 day of July 1999.


SHAHIRUKH DHARTI
8016 WILES ROAD
CORAL SPRINGS, FL. 33067

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TALLAHASSEE, FLORIDA