

1 P99000105940

T R HERRERA FINANCIAL SERVICES, INC.

P.O. BOX 277688

MIRAMAR, FL 33027

954-442-3293

FAX 954-442-3294

December 1, 1999

FILED
1999 DEC -6 PM 4: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations

Florida Department of State

P.O. Box 6327

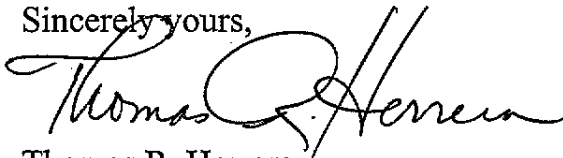
Tallahassee, FL 32314

100003062551--0
-12/06/99--01133--017
*****78.75 *****78.75

Dear Sirs:

Enclosed please find my check in the amount of \$78.75 to cover the incorporation fees on The Mortgage Shoppe, Inc. Thank you for your kind cooperation in this matter.

Sincerely yours,



Thomas R. Herrera

President

cc: Norman G. Fisher

FILED

1999 DEC -6 PM 4: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE MORTGAGE SHOPPE, INC.**

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be:

THE MORTGAGE SHOPPE, INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall be:

C/O NORMAN G. FISHER
1424 SW 9TH STREET
FORT LAUDERDALE, FL 33312

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The corporation may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

NORMAN G. FISHER
1424 SW 9TH STREET
FORT LAUDERDALE, FL 33312

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name

Address

NORMAN G. FISHER 1424 SW 9TH STREET, FORT LAUDERDALE, FL 33312

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Name

Address

NORMAN G. FISHER 1424 SW 9TH STREET, FORT LAUDERDALE, FL 33312

FILED

1999 DEC -6 PM 4: 34

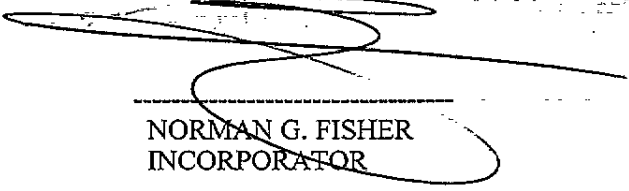
ARTICLE XII.
INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows: _____

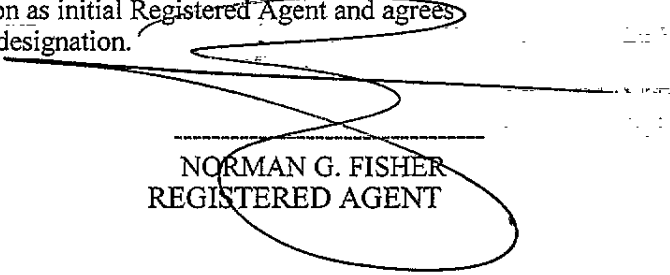
NORMAN G. FISHER, 1424 SW 9TH STREET, FORT LAUDERDALE, FL 33312

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



NORMAN G. FISHER
INCORPORATOR

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



NORMAN G. FISHER
REGISTERED AGENT