

LAW OFFICES OF
GARY M. APPELBLATT
3610 American River Drive, Suite 112
Sacramento, CA 95864

Gary M. Appelblatt*
* Admitted in California and Florida

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P99000108426
December 10, 1999

Cheryl Gallmoncase
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/16/99--01006--003
*****78.75 *****78.75

RE: Lenderpro Corp.

Dear Ms. Gallmoncase:

Enclosed please find a check towards the above mentioned Lenderpro Corp.

Sincerely,



Terry Lee Farster
Legal Assistant for
Gary M. Appelblatt

FILED
99 DEC -8 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AKK 1599

ARTICLES OF INCORPORATION

OF

LENDERPRO CORPORATION

FILED
99 DEC -8 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of this Corporation is LenderPro Corporation.

II

The initial principal office address and the mailing address of the Corporation shall be 2419 E. Commercial Blvd, Suite 307 Lauderdale, Florida 33308.

III

The Corporation is authorized to issue two classes of shares, designated respectfully "Common Stock" and "Preferred Stock". The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares of common voting stock having a par value of \$0.001 per share and 1,000,000 shares of preferred stock having a par value of \$1.00 per share.

IV

The name and address in Florida of the Corporation's initial registered agent for service of process is: Michael V. Scillia, 2805 E. Oakland Park Blvd, #110, Ft. Lauderdale, FL 33306.

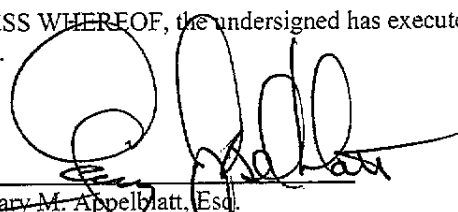
V

The name and street addresses of the incorporator to these Articles of Incorporation are:

Gary M. Appelblatt, Esq.
3610 American River Drive, Suite 112
Sacramento, California 95864

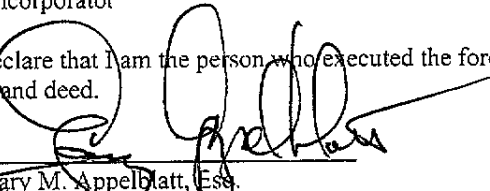
Gary M. Appelblatt, Esq.
2805 E. Oakland Park Blvd, #110,
Ft. Lauderdale, FL 33306.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on November 24, 1999.



Gary M. Appelblatt, Esq.
Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Gary M. Appelblatt, Esq.

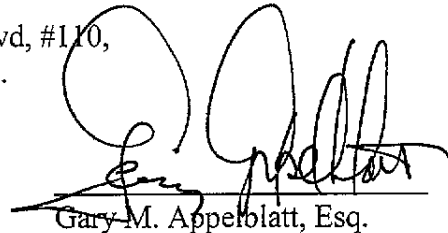
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 DEC -8 PM 4:21
STATE OF FLORIDA
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 LenderPro Corporation.
2. The name and address of the registered agent and office is :

Michael V. Scillia
2805 E. Oakland Park Blvd, #110,
Ft. Lauderdale, FL 33306.

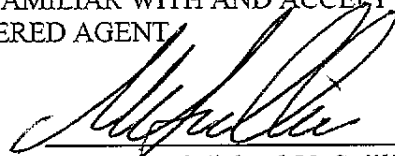


Gary M. Appelblatt, Esq.
Incorporator
3610 American River Drive, Suite 112
Sacramento, CA 95864.

2805 E. Oakland Park Blvd, #110
Ft. Lauderdale, FL 33306

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: November 26, 1999



Michael V. Scillia