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December 24, 1996

FILED
96 DEC 26 AM 9:12
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
1-1-97

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-12/27/96--01047--005
*****78.75 *****78.75

Re: Incorporation of ABC&D Mortgage Service, Inc.

Dear Madam or Sir:

Please find enclosed the following: 1) an original and one copy of the Articles of Incorporation; 2) a Certificate of Designation of Registered Office and Registered Agent; and 3) a check for \$78.75, which includes \$8.75 for a certificate of status. Please send the copy of the Articles of Incorporation and the certificate of status to the address above. Thank you.

Sincerely,


Michael J McAliney

P. 0120001 JAN 2 1997

**Articles of Incorporation
of
ABC&D Mortgage Service, Inc.**

Article I. Name

The name of the corporation is ABC&D Mortgage Service, Inc.

EFFECTIVE DATE
1-1-97

Article II. Duration

The term of existence of the corporation is perpetual.

Article III. Commencement of Existence

The corporation shall be deemed to commence on January 1, 1997.

Article IV. Principal Office and Mailing Address

The principal place of business of the corporation is 8695 College Parkway, Suite 354, Ft. Myers, Florida, 33919. The mailing address of the corporation is the same.

Article V. Registered Office and Registered Agent

The corporation's initial registered office is at 501 Goodlette Road North, Suite C-210, Naples, Florida, 34102. The initial registered agent at the registered office is Michael J. McAliney.

Article VI. Authorized Shares

The corporation is authorized to issue seven hundred fifty (750) shares of common stock with a par value of one dollar (\$1.00) per share.

Article VII. Directors

The initial Board of Directors of the corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until his successor(s) shall have been elected and qualify, is as follows:

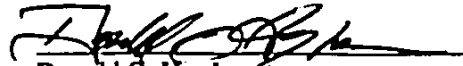
Donald O. Hughes
P.O. Box 7336
Naples, Florida 34101

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Article VII. Incorporators

The name and mailing address of the incorporator is: Donald O. Hughes, P.O. Box 7336, Naples, Florida, 34101.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 24, 1996.

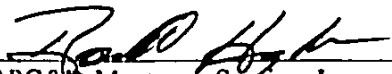

Donald O. Hughes
Incorporator

**Certificate of Designation of
Registered Office and Registered Agent**

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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 designating the registered office and registered agent in the State of Florida.

- 1 The name of the corporation is ABC&D Mortgage Service, Inc.
- 2 The address of the registered office is 501 Goodlette Road North, Suite C-210, Naples, Florida, 34102.
- 3 The name of the registered agent at the registered office is Michael J. McAliney.



ABC&D Mortgage Service, Inc.
By Donald O. Hughes - Director

12/24/96
Date

Having been named as registered agent and to accept service of process for the above-named 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.



Michael J. McAliney

12/24/96
Date