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January 07, 1997

First Option Mgt. Corp.
3600 5 St Rd 7 Ste 232
MIRAMAR, FL 33023

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

RE: FIRST OPTION MORTGAGE CORPORATION

GENTLEMEN:

ENCLOSED HEREWITH ARE THE ARTICLES OF INCORPORATION TO-
GETHER WITH A COPY OF SAID ARTICLES FOR FIRST OPTION
MORTGAGE CORPORATION AND OUR CHECK IN THE AMOUNT OF
\$122.50

RESPECTFULLY SUBMITTED,

900002055609--9
-01/13/97--01044--010
****122.50 ****122.50

FIRST OPTION MORTGAGE CORPORATION

FILED
97 JAN 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-17-97
[Handwritten signature]

ARTICLES OF INCORPORATION

OF

FIRST OPTION MORTGAGE CORPORATION

FILED
97 JAN 13 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation is FIRST OPTION MORTGAGE CORPORATION.

ARTICLE II

DURATION AND BEGINNING OF THE CORPORATE EXISTENCE

The corporation shall Exist Perpetually unless sooner dissolved according to law. The corporate existence shall commence on the date the Articles of Incorporation are filed of record.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have one class of outstanding stock, Designated as Common Stock. The Maximum number of shares of Capital Stock this corporation is Authorized to have outstanding at any time is FIVE THOUSAND (5,000) SHARES of common stock, having a par value of FIVE CENT (\$.05) Per Share. The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$100.00) Dollars.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The principal office and the Corporation's registered office in the State of Florida is 3600 S. State Road 7, Suite 232, Miramar, Florida 33023, County of Broward, and the registered agent at such address is Ms. Sandra Johnson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial Director. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation. The name and Address of the initial Director is:

Ms. Sandra Johnson
3600 S. State Rd. 7, Suite 232
Miramar, Florida 33023

ARTICLE VII

INCORPORATOR

The Name and Address of the Incorporator of these Articles of Incorporation is Sandra Johnson of 3600 S. State Road 7, Suite 232, Miramar, Florida 33023.

ARTICLE VIII

BY LAWS

The Power to Adopt, Alter, Amend or Repeal the By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

The corporation shall Indemnify, to the Full Extent permitted by law, the Incorporator, any Officer, Director, Employee or Agent of the corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture Trust or Other Enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to Amend or Repeal any prior provisions contained in these Articles of Incorporation or any Amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has Executed these Articles of Incorporation this 7th Day of January, 1997.



Sandra Johnson

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Sandra Johnson to me well known and known to me to be the individual described in and who executed the foregoing Articles of incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 7th Day of January, 1997.



NOTARY PUBLIC, STATE OF FLORIDA




WILLIE BARNETT
MY COMMISSION # CC200630 EXPIRES
May 18, 1997
BONDED THRU TROY FARM INSURANCE, INC.

FILED
JAN 13 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of First Option Mortgage Corporation hereby accept such designation and is familiar with and accept the duties, obligations and responsibilities as provided in the applicable Florida Statutes.



**Sandra Johnson
Registered Agent**