

ACCOUNT NO. : 072100000032

REFERENCE :

679637 4302531

AUTHORIZATION :

COST LIMIT :

ORDER DATE: January 23, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 679637-005

CUSTOMER NO: 4302531

800002410478

CUSTOMER: Mr. Paul Gitler

WOLF, HALDENSTEIN, ADLER,

FREEMAN & HERZ 270 Madison Avenue

9th Floor

New York, NY 10016

DOMESTIC FILING

NAME:

SIGNATURE MORTGAGE RESOURCES,

INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

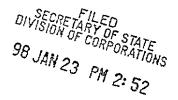
XX CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

SIGNATURE MORTGAGE RESOURCES, INC.

The undersigned incorporator, for the purposes of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. The name of the corporation shall be Signature Mortgage Resources, Inc.

Article II. The principal place of business and mailing address of this corporation shall be 484 Commodore Circle, Delray Beach, Florida 33444.

Article III. The number of shares of stock that the corporation is authorized to have outstanding at any one time is 200, all of which are without par value and classified as Common shares.

Article IV. The name and address of the initial registered agent is Ronald Kansky 484 Commodore Circle, Delray Beach, Florida 33444.

Article V. The name and street address of the incorporator to these Articles of Incorporation is:

Eli D. Greenberg

270 Madison Avenue New York, NY 10016

Article VI. There shall be no preemptive rights.

Article VII. The purpose for which the corporation is organized is to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

Article VIII. The period of duration of the corporation is perpetual.

Article IX. The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended

and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1998.

Eli D. Greenberg, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

Ronald Kansky

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SECRETARY OF STATE DIVISION OF CORPORATIONS

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