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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: SUNSHINE STATE MORTGAGE ASSOCIATES, IN.

AUDIT NUMBER.....H98000015791

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1998

EMPIRE

SUBJECT: SUNSHINE STATE MORTGAGE ASSOCIATES, INC.
REF: W98000019367

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ARTICLES OF INCORPORATION

OF

SUNSHINE STATE MORTGAGE ASSOCIATES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
SUNSHINE STATE MORTGAGE ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
7028 MANDARIN DRIVE
BOCA RATON, FL 33433

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
500 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
BONNIE MOTYKA
7028 MANDARIN DRIVE
BOCA RATON, FL 33433

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):
BONNIE MOTYKA
7028 MANDARIN DRIVE
BOCA RATON, FL 33433

PREPARED BY
LOUIS MAMO & COMPANY
3600 W. COMMERCIAL BOULEVARD
SUITE 207
FT. LAUDERDALE, FL 33309

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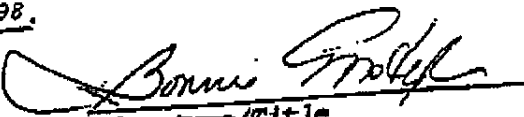
ARTICLE VI. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE VII- BY LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.

The undersigned has(have) executed these Articles of Incorporation this
24 day of AUGUST, 19 98.


Signature/Title

PRESIDENT
Signature/Title

Signature/Title

PREPARED BY
LOUIS MAMO & COMPANY
3600 W. COMMERCIAL BOULEVARD
SUITE 207
FT. LAUDERDALE, FL 33309
PHONE 954-733-4347

305 541 3770
8195-222-5618
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: SUNSHINE STATE
MORTGAGE ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

BONNIE MOTYKA
(NAME)

7028 MANDARIN DRIVE
(P.O. BOX NOT ACCEPTABLE)

BOCA RATON, FL 33433
(CITY/STATE/ZIP)

SIGNATURE [Signature]
Corporate Officer

TITLE PRESIDENT

DATE 8-24-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

SIGNATURE [Signature]

DATE _____

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