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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

colonial residential mortgage corp.

Certificate of Status	0
Certified Copy	1
Page Count	06
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F. CHESER

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ARTICLES OF INCORPORATION
OF

COLONIAL RESIDENTIAL MORTGAGE CORP.

I, THE UNDERSIGNED subscriber of the Articles of Incorporation, being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

COLONIAL RESIDENTIAL MORTGAGE CORP.

ARTICLE TWO

DURATION: The corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawful do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to

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exercise under the laws governing corporation of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purposes of the Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 500 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:

292 WESTWARD DRIVE
MIAMI SPRINGS, FL 33166

REGISTERED AGENT AND ADDRESS:

Caridad Amores, Esq.
294 Westward Drive
Miami Springs, FL 33166

The principal place of business is:

292 WESTWARD DRIVE, MIAMI SPRINGS, FL 33166

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ARTICLE SIX

DIRECTOR: Their shall be one director constituting the initial Board of Directors as follows:

Dennis L. Heid
292 Westward Drive
Miami Springs, FL 33166

The number of Directors may be increased or decreased by the bylaws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscribers to these Articles of Incorporation and the number of shares of stock they agree to take and the value of the consideration thereof is:

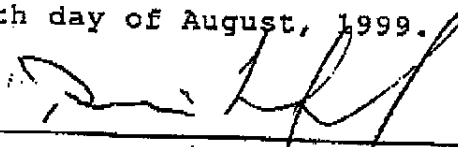
NAME AND ADDRESS:	SHARES OF COMMON STOCK/CONSIDERATION:
Dennis L. Heid	500 / \$500.00
292 Westward Drive	
Miami Springs, FL 33166	

ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The Bylaws of the corporation may be made by the Directors.
IN WITNESS WHEREOF, I have set our hands and seals in Dade County, Florida, this 10th day of August, 1999.



DENNIS L. HEID

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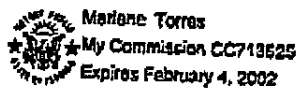
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STATE OF FLORIDA }
 } SS.
COUNTY OF MIAMI-DADE }

ON THIS DAY PERSONALLY appeared before me, a Notary Public, DENNIS L. HEID, personally known to me or who produced a driver's license as identification and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and he acknowledged to me that he signed the same freely and voluntarily.

WITNESS my hand and seal in Miami-Dade County, Florida this 10th day of August, 1999.

Marlene Torres
Notary Public, State of Florida



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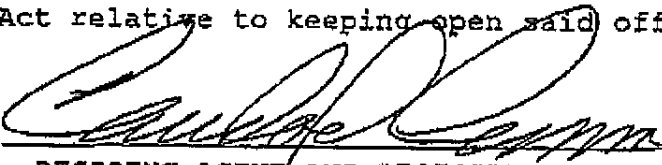
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That: COLONIAL RESIDENTIAL MORTGAGE CORP. desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, Dade County, State of Florida, has named Caridad Amores, Esq., 294 Westward Drive, Miami Springs, Florida 33166 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process of and for the stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
RESIDENT AGENT AND REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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