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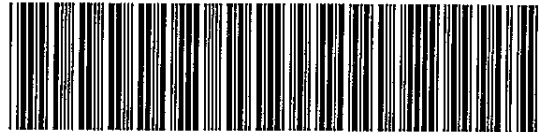
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FILED
2003 OCT -1 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-3-03

JEFFREY H. ROSENTHAL
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BANK OF AMERICA PLAZA, SUITE 500
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September 30, 2003
Via Federal Express

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

RE: Articles of Incorporation of Fidelity Mutual Mortgage, Inc.

Dear Madam or Sir:

Enclosed please find original and one copy of Articles of Incorporation of Fidelity Mutual Mortgage, Inc. and original Certificate of Designation of Registered Agent/Registered Office together with my check in the amount of \$70.00 for filing fee. Please file the Articles of Incorporation and return a receipted copy to me in the enclosed prepared Federal Express mailer.

Thank you for your assistance.

Very truly yours,

Jeffrey H. Rosenthal

JHR:rg
Enclosures

**ARTICLES OF INCORPORATION
OF
FIDELITY MUTUAL MORTGAGE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 and/or Chapter 621, F.S. of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **FIDELITY MUTUAL MORTGAGE, INC.**

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 7000 W. Palmetto Park Road, Suite 500, Boca Raton, Florida 33433, and the mailing address of the corporation shall be the same.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VI - INITIAL OFFICERS/DIRECTOR(S)

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey H. Rosenthal, 7000 W. Palmetto Park Road, Suite 500, Boca Raton, Florida 33433.

ARTICLE VII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Bank of America Plaza, Suite 500, 7000 W. Palmetto Park Road, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is Jeffrey H. Rosenthal.

ARTICLE IX - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 *et. seq.*, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these

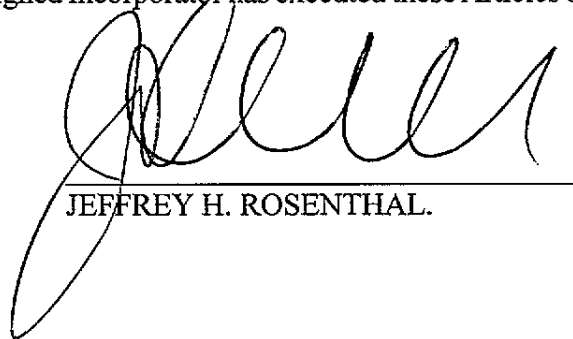
Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INCORPORATOR

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

Jeffrey H. Rosenthal
Bank of America Plaza, Suite 500
7000 W. Palmetto Park Road
Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 30, 2003.



JEFFREY H. ROSENTHAL.

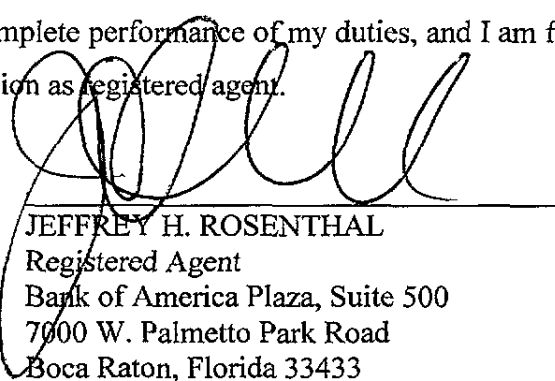
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF 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 **FIDELITY MUTUAL MORTGAGE, INC.**
2. The name and address of the registered agent and office is: **JEFFREY H. ROSENTHAL, Bank of America Plaza, Suite 500, 7000 W. Palmetto Park Road, Boca Raton, Florida 33433.**

ACKNOWLEDGMENT

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.



JEFFREY H. ROSENTHAL
Registered Agent
Bank of America Plaza, Suite 500
7000 W. Palmetto Park Road
Boca Raton, Florida 33433
(561) 391-1304

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