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September 20, 2000

400003403524--2  
-09/26/00-01012--004  
\*\*\*\*\*285.00 \*\*\*\*\*160.00

Secretary of State, State of Florida  
Corporation Division  
P. O. Box 6327  
Tallahassee, FL 32314

RE: CAPSTONE MORTGAGE FUNDING, L.L.C.

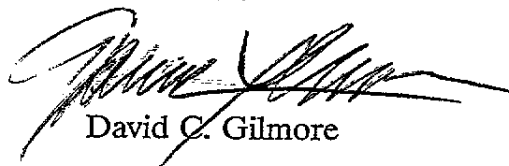
Dear Sir or Madam:

Enclosed please find duplicate originals of the Articles of Organization for the above limited liability company, and our check in the amount of \$285.00 to cover the fee for filing same.

Please file the Articles of Organization and return a copy to this office.

Thank you for your prompt attention.

Very truly yours,

  
David C. Gilmore

DCG:jw  
Enclosures

L00-11715  
OK

FILED  
00 SEP 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CAPSTONE MORTGAGE FUNDING, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be CAPSTONE MORTGAGE FUNDING, L.L.C. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 8406 Massachusetts Avenue, Suite A-1, New Port Richey, Florida 34653.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than December 31, 2025.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Allen S. Crumbley, 8406 Massachusetts Avenue, Suite A-1, New Port Richey, Florida 34653.

## ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

## ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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01 SEP 25 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE FL 32304

## ARTICLE VIII -- TERMINATION OF EXISTENCE

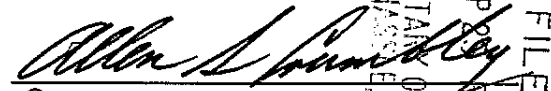
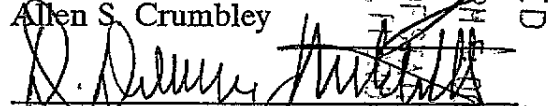
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Allen S. Crumbley	8406 Massachusetts Avenue, Suite A-1, New Port Richey, Florida 34653
D. Dewey Mitchell	8406 Massachusetts Avenue, Suite A-1, New Port Richey, Florida 34653

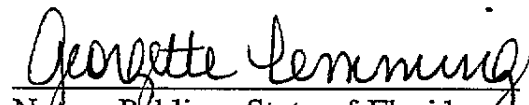
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at New Port Richey, Florida, on this 15<sup>th</sup> day of September, 2000.

  
Allen S. Crumbley  
  
D. Dewey Mitchell

FILED  
0 SEP 20 2000  
CLERK OF COUNTY  
OF PASCO  
NEW PORT RICHEY, FL

STATE OF FLORIDA  
COUNTY OF PASCO

Subscribed and sworn to before me this 15<sup>th</sup> day of September, 2000, by Allen S. Crumbley and D. Dewey Mitchell, who are personally known to me or who produced N/A as identification and who did take an oath.

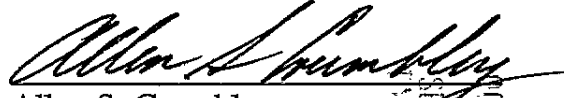
  
Notary Public -- State of Florida  
Commission expires:



Georgette Lemming  
Commission # GC 899613  
Expires Jan. 22, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CAPSTONE MORTGAGE FUNDING, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
Allen S. Crumbley  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PASCO

Subscribed and sworn to before me this 15<sup>th</sup> day of September, 2000,  
by Allen S. Crumbley, who is personally known to me or who produced N/A  
                     as identification and who did take an oath.

  
Notary Public -- State of Florida

Commission expires  Georgette Lemming  
Commission # CC 899613  
Expires Jan. 22, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.