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Robert S. Hayes, P.A.
Attorney at Law
441 WEST VINE STREET
KISSIMMEE, FLORIDA 34741
(407) 933-4005
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ROBERT S. HAYES

February 25, 2002

100005032291--5
-03/01/02--01037--007
*****125.00 *****125.00

Corporate Records Filing Bureau
P.O. Box 6327
Tallahassee, FL 32301

Attn: LLC, Division of Corporations

RE: FIRST MORTGAGE FUNDING , LLC.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Organization and Acceptance for the above-named Florida Limited Liability Company. The check for \$125.00 is enclosed. I have also enclosed the original designation of registered agent.

Please file the enclosed Articles of Organization and Acceptance and a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,

Robert S. Hayes
(TSE)

Robert S. Hayes

RSH/tsl
Enclosures

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TALLAHASSEE, FLORIDA

L02-5200
OK

ARTICLES OF ORGANIZATION
OF
FIRST MORTGAGE FUNDING, LLC.

ARTICLE I. CORPORATE NAME

The name of this Limited Liability Company is FIRST MORTGAGE FUNDING, LLC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Limited Liability Company is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.

This Limited Liability Company shall exist perpetually.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Limited Liability Company in the State of Florida shall be:

ROBERT S. HAYES
441 W. Vine Street
Kissimmee, Florida 34741

The Limited Liability Company's principle address and initial address is 5770 W. Irlo Bronson Highway, Suite 129, Kissimmee, Florida 34746.

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ARTICLE V. MANAGEMENT

Management of this Limited Liability Company shall be vested in its members in proportion to the then current percentage of the members in the profits of the company.

ARTICLE VI. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

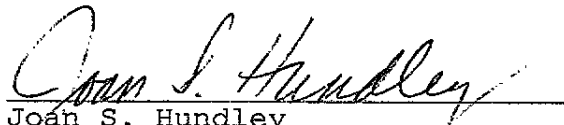
A member's interest in the Limited Liability company may not be sold or otherwise transferred except with unanimous written


consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminated the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of FIRST MORTGAGE FUNDING, L.L.C.

Executed by the undersigned at 441 W. Vine Street, Kissimmee, Fl. 34741, on 25th day of February, 2002.

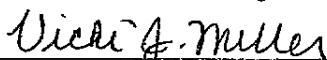

Joan S. Hundley
5300 Isleworth Country Club Drive
Windermere, Fl. 34768

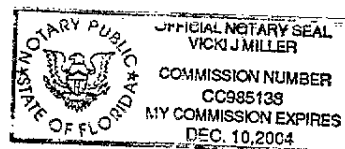

Jeffrey B. Crowley
407 Park Ave. South, Apt 21A
New York, N.Y. 10016

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared Joan Hundley
and Jeffrey Crowley who produced _____
_____ as identification or me personally known to be the person
described as Incorporator and who executed the foregoing Articles
of Organization, and acknowledged before me that they subscribed to
these Articles of Organization on 25th day of February, 2002.


Notary Public
My Commission Expires:
Print: Vicki J. Miller
Commission # CC985138



ACCEPTANCE

State of Florida
County of Osceola

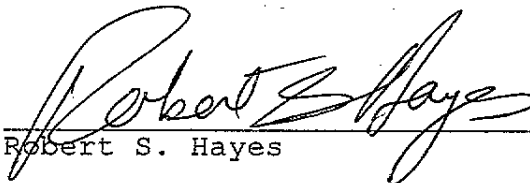
Pursuant to the provisions of sections 608.415 and 608.407(1)(c) of the Florida limited liability Company Act, the limited liability company identified below submit's the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is FIRST MORTGAGE FUNDING, LLC.

The name of the registered agent for FIRST MORTGAGE FUNDING, LLC, is **ROBERT S. HAYES**, and the street address of the company's principal office where the agent is located is 441 W. Vine Street, Kissimmee, Florida 34741.

This statement is to acknowledge that, as indicated above, FIRST MORTGAGE FUNDING, LLC., has appointed me, Robert S. Hayes, as its Registered Agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated Feb 25 2002

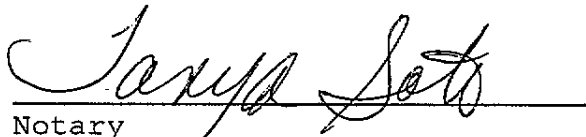

Robert S. Hayes

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 25 ~~February~~ day, by Robert S. Hayes, agent on behalf of, FIRST MORTGAGE FUNDING, LLC., a limited liability company. He is personally known to me.



Tanya Soto
Commission # DD 023440
Expires May 7, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary