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ACCOUNT NO. : 072100000032

REFERENCE : 667239 4814512

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 140.00

ORDER DATE : July 17, 2002

ORDER TIME : 9:49 AM

ORDER NO. : 667239-005

CUSTOMER NO: 4814512

300006484093--4

CUSTOMER: Dian Stevens, Esq
Weiner Brodsky Sidman & Kider
5th Floor
1300 19th Street
Washington, DC 20036-1609

DOMESTIC FILING

NAME: ENCORE MORTGAGE, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX(3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

RECEIVED
02 JUL 18 AM 10:27
TALLAHASSEE, FLORIDA

FILED
02 JUL 18 PM 1:26
TALLAHASSEE, FLORIDA

[Handwritten signature]

**ARTICLES of ORGANIZATION
of
ENCORE MORTGAGE, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

FILED
02 JUL 18 PM 1:26
TALLAHASSEE, FLORIDA

First: The name of the limited liability company (the "Company") is **ENCORE MORTGAGE, LLC**.

Second: The mailing and street address of the principal office of the Company is:

311 Park Place Blvd.
Suite 500
Clearwater, Florida 33759

Third: The name and address of the registered agent of the Company for service of process in the state of Florida is Waynewright Malcolm, Lennar Corporation, 700 NW 107th Avenue, Miami, Florida 33172.

Fourth: The purposes for which the Company is formed are:

1. to conduct a residential mortgage loan origination business,
2. to employ appropriate personnel to accept mortgage loan applications, counsel mortgage loan applicants, and perform mortgage loan processing and other mortgage loan origination activities,
3. to broker mortgage loan applications to other parties, to close mortgage loans in its own name, and to sell mortgage loans
4. to enter into and perform under mortgage broker agreements and correspondent arrangements with other persons and entities for the delivery of mortgage loan applications and/or sale of mortgage loans, and
5. to engage in any lawful act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Fifth: The Company is to be a manager-managed company.

Sixth: Unless sooner dissolved by the members or as otherwise provided by statute, the Company shall have perpetual duration.

Seventh: This document is to be filed with the Florida Department of State.

In Witness Whereof, the undersigned has executed these Articles of Organization of Encore Mortgage, LLC this 3rd day of July, 2002.

By: Universal American Mortgage Company,
Member of Encore Mortgage, LLC

By: 

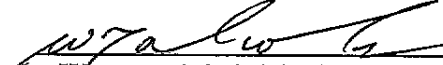
Name: Peter J. Strawser

Title: Executive Vice President

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Registered Agent Statement

I, Waynewright Malcolm, hereby accept appointment as registered agent of the Company, and state that I am familiar with, and accept the obligations, of the position of registered agent as provided for in the Florida Limited Liability Company Act.


Waynewright Malcolm