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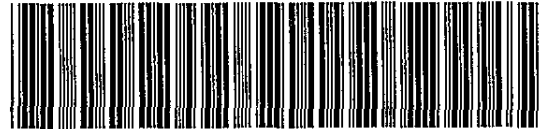
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July 9, 2004.

TO: Registration Section
Division of Corporations

SUBJECT: Duval Mortgage Fund, LLC

The enclosed Articles of Organization and fee(s) are submitted for filing.
Filing Fees: Total: \$130.00 (\$100.00 for New Florida LLC filing fee, \$25.00 for Registered Agent Fee and \$5.00 for certificate of status).

Please return all correspondence concerning this matter to the following:

Daniel M. Copeland, P.A.

Daniel M. Copeland, Attorney at Law, P.A.

9310 Old Kings Road South-Bldg. 15

Jacksonville, Florida 32257

For further information concerning this matter, please call: Kathia Pinto
at 904-482-0616

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
OF
DUVAL MORTGAGE FUND, L.L.C.

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

ARTICLE I — NAME

The name of the limited liability company shall be **Duval Mortgage Fund, L.L.C.**
("company").

ARTICLE II — ADDRESS

The mailing address and street address of the principal office of the company is 5325 Emerson Street, Jacksonville, Florida 32207.

ARTICLE III — DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV — REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Daniel M. Copeland at Old Kings Road South, Bldg. 15-Suite 1501, Jacksonville, Florida 32257.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes.


DANIEL M. COPELAND
Registered Agent

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ARTICLE V — MEMBERS' RIGHT TO CONTINUE BUSINESS

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 majority vote of the remaining members.

ARTICLE VI — MANAGEMENT

The Limited Liability Company is to be managed by one Manager and is, therefore, a Manager-managed company. This management shall be done 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 addresses of the members of the company are:

NAME

Nathaniel Orange – Managing Member


Eathen Williams – Managing Member

ADDRESS

2280 Shepard Street
Jacksonville, Florida 32211


5515 118th Street
Jacksonville, Florida 32244

IN WITNESS WHEREOF, the undersigned organizer have made and subscribed these articles of organization at 9310 Old Kings Road South, Building 15-Suite 1501,, Jacksonville, Florida, on June 28, 2004.


(In accordance with Section 608.408 (3), Florida Statutes, the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated herein are true)
Nathaniel Orange

Sworn to and subscribed before me on June 28, 2004, by Nathaniel Orange, who produced a valid drivers license from the State of Florida:

Notary Public — State of Florida


SHARON L. COPELAND
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD319991
EXPIRES 6/6/2008
BONDED THRU 1-388-NOTARY1
