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M. HODGES

ARTICLES OF ORGANIZATION

of

HERITAGE MORTGAGE FUNDING, L.L.C.

The undersigned, being authorized to execute and file these Articles, in order to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company under the Limited Liability Company Act, hereby make, acknowledge and file the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company shall be:

HERITAGE MORTGAGE FUNDING, L.L.C.

The principal place of business of the Company in Florida shall be located at

775 NE 79th Street, Suite E, Miami, Florida 33138

ARTICLE II

Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The term for which this Company shall exist, shall be perpetual.

ARTICLE III

Purposes and Powers

The general purposes for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida, and shall have all the powers granted to a limited liability company under the laws of the State of Florida. Without limiting the generality of the foregoing, the Company shall specifically be empowered to:

1. Purchase, receive, lease or otherwise acquire, own, improve, use and otherwise deal with real or personal property or any legal or equitable property.

2. Make contracts and guarantees or incur liabilities, borrow money, issue notes, bonds and other obligations.
3. Conduct its business and exercise the powers granted by Section 608 of the Florida Statutes within or outside the State of Florida.
4. Elect or appoint managers and agents of the limited liability company.
5. Make and amend its regulations in consistence with these Articles of Organization or with the laws of the State of Florida.
6. Be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.
7. Make donation to the public welfare, or for charitable, scientific or educational purpose.

ARTICLE IV

Registered Office and Agent

The name and street address of the registered agent of the company in the State of Florida is **Roger E. Biamby, 775 NE 79th Street, Suite E, Miami, Florida 33138**

ARTICLE V

Capital Contribution

The members of the Company shall contribute to the initial capital of the Company the amount of \$1,000.00.

ARTICLE VI

Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon 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 consent of all its members and upon such terms and conditions as be determined by all the members. A member may transfer his or her interest in the

company as set forth in the regulation 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.

ARTICLE VIII

Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event, which 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.

ARTICLE IX

Management

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company, which regulations may contain any provisions for the regulation and management of the Company not inconsistent with law or these Articles of Organization.

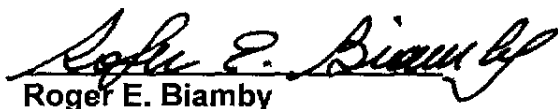
ARTICLE X

Names and Addresses of Initial Managers

The names of the initial Managers of the Company are:

Roger E. Biamby, 775 NE 79th Street, Suite E, Miami, Florida 33138

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 19th day of November, 2005.

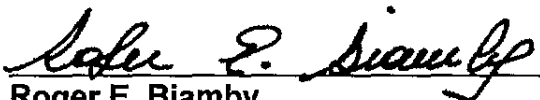

Roger E. Biamby

ACCEPTANCE OF REGISTERED AGENT

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 608.408(3), Florida Statutes, the following is submitted:

First - that, **HERITAGE MORTGAGE FUNDING, L.L.C.**, desiring to organize or qualify under the laws of the state of Florida with its principal place of business at: **775 NE 79th Street, Suite E, Miami, Florida 33138**, has named; **Roger E. Biamby** as its agent to accept service of process within Florida.



Roger E. Biamby

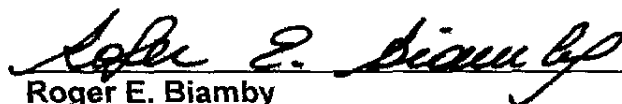
President

Title

November 19, 2005

Date

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of duties.



Roger E. Biamby

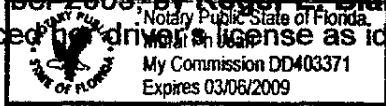
November 19, 2005

Date

State of Florida)
)
County of Miami-Dade) :ss

BEFORE ME, a notary public authorized to take acknowledgments in this state and county set forth above, personally appeared: **Roger E. Biamby**, known to me and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

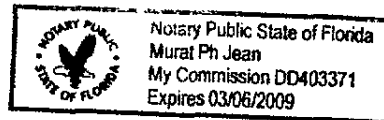
The foregoing instrument was acknowledged before me this 19th day of November 2005, by Roger E. Blamby, who is personally known to me or who has produced her driver's license as identification.



NOTARY PUBLIC -STATE OF FLORIDA

Murat Ph Jean

Printed name of notary



My Commission Expires: