



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 106105 97309A

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizant

99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : January 20, 1999

ORDER TIME : 2:02 PM

ORDER NO. : 106105-015

CUSTOMER NO: 97309A

800002793718--6

CUSTOMER: Mr. Arnold Goldstein
MR. ARNOLD GOLDSTEIN
MR. ARNOLD GOLDSTEIN
384 South Military Trail

Deerfield Beach, FL 33442

DOMESTIC FILING

NAME: BRIDGEPORT MORTGAGE, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

L 99-1250

Name	<i>9235</i>
Availability	
Document	<i>92</i>
Examiner	<i>92</i>
Updater	<i>92</i>
Verifier	<i>92</i>
Acknowledgment	<i>92</i>
W. P. Ver	<i>92</i>

RECEIVED
99 MAR -3 PM 3:55
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BRIDGEPORT MORTGAGE, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 101 Century 21 Drive, Suite 122, Jacksonville, Florida 32216.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 YEARS

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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TALLAHASSEE, FLORIDA

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and managers, the name(s) and address(es) of the managing member(s) managers is/are:

Member: . . .

Aljeroy W. Sneed
Manager

101 Century 21 Drive, Suite 122
Jacksonville, Florida 32216

Palmwood, LLC
Member

101 Century 21 Drive, Suite 122
Jacksonville, Florida 32216

Lisa Sneed
Member

101 Century 21 Drive, Suite 122
Jacksonville, Florida 32216

The undersigned authorized representative of a member of BRIDGEPORT MORTGAGE, LLC hereby executes these articles of organization on this 3rd Day of March 1999.

CORPORATION SERVICE COMPANY



BY: Karen B. Rozar
as its agent as authorized
representative of BRIDGEPORT
MORTGAGE, LLC

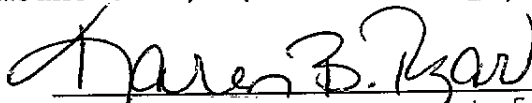
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BRIDGEPORT MORTGAGE, LLC deposes and says:

- 1) the above named limited liability company has at least one member:
- 2) the total amount of cash contributed by the member(s) is 4000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is 0:
- 4) the amount of cash or property anticipated to be contributed by member(s) is 0:
- 5) the total amount of 2, 3, and 4 is: 4000.00.



Karen B. Rozar as agent for Corporation Service Company in its capacity as authorized representative of a member of BRIDGEPORT MORTGAGE, LLC

FILED

99 MAR -3 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

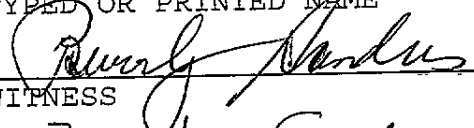
LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of BRIDGEPORT MORTGAGE, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 19 .


WITNESS

Lisa H. Sneed
TYPED OR PRINTED NAME


WITNESS

Beverly Sanders
TYPED OR PRINTED NAME


SIGNATURE

Aljeroy W. Sneed
TYPED OR PRINTED NAME

rwm

FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BRIDGEPORT MORTGAGE, LLC

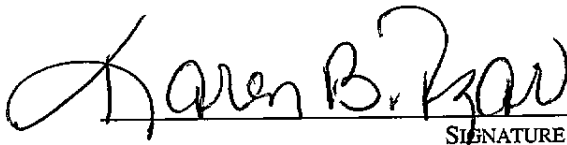
2. The name and the Florida street address of the registered agent are:

CORPORATION SERVICE COMPANY
NAME

1201 Hays Street
Florida street address (P. O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301
CITY, STATE AND ZIP

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.


SIGNATURE

Karen B. Rozar, Asst. Sec.
Corporation Service Company

FILED
09 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA