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January 3, 2000

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*****78.75 *****78.75

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: SEASIDE MORTGAGE, INC.

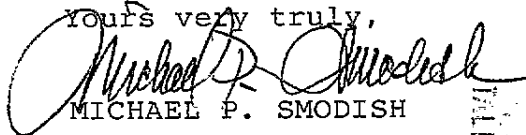
Dear Division of Corporations,

I enclose the original and one copy of the Articles of Incorporation for SEASIDE MORTGAGE, INC., a new corporation to be formed under Florida law. I also enclose my check for \$78.75 to cover the filing fee and certified copy.

Please file and approve the enclosed Articles on or after January 3, 2000. Please issue a certified copy of the filed and approved Articles and return that copy to me.

Thank you for your cooperation and assistance.

Yours very truly,


MICHAEL P. SMODISH

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. Burch JAN 7 2000

ARTICLES OF INCORPORATION

OF

SEASIDE MORTGAGE, INC.

* * * * *

ARTICLE I * NAME AND ADDRESS

The name of this corporation is SEASIDE MORTGAGE, INC., and its principal place of business and mailing address shall initially be at 761 West Camino Real, Boca Raton, FL 33486.

ARTICLE II * COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence upon filing of these Articles and shall exist perpetually thereafter.

ARTICLE III * PURPOSE

This corporation is organized for the following purposes: to own and operate a mortgage brokerage business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required; to purchase the corporate assets of any other

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SEASIDE MORTGAGE, INC.
TALLAHASSEE, FLORIDA

corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

ARTICLE IV * CAPITAL STOCK

This corporation shall be authorized to issue One Thousand (1,000) shares of common stock with \$1.00 par value per share.

ARTICLE V * INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 761 West Camino Real; Boca Raton, FL 33486, and the name of the Registered Agent of this corporation at that address is: Candy Duppong.

ARTICLE VI * INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of one (1) director. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director is as follows: Candy Duppong, 761 West Camino Real, Boca Raton, FL 33486.

ARTICLE VII * MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

ARTICLE VIII * RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of her/his shares of stock in this corporation without first offering her/his shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase her/his shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By-Laws of this corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX * INCORPORATORS

The name and address of the person signing these Articles is Candy Duppong, 761 West Camino Real, Boca Raton, FL 33486.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on November 2, 1999.

SEASIDE MORTGAGE, INC.

By: ✓ Candy Duppong
Candy Duppong, as Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on November 2, 1999, by Candy Duppong, on behalf of SEASIDE MORTGAGE, INC., a Florida corporation.

Notary SIGNS: Ted Goodwin
Notary's Name PRINTED: Ted Goodwin
NOTARY PUBLIC, State of Florida

My Commission Expires: ✓ Personally Known OR
 Produced Identification
Type of Identification Produced: _____



Ted Goodwin
MY COMMISSION # CC819307 EXPIRES
March 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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 48.091 Florida Statutes, the
following is submitted:

FIRST--That SEASIDE MORTGAGE, INC., desiring to organize
and qualify under the Laws of the State of Florida, with its
principal place of business initially in the City of Boca Raton,
Florida, has named CANDY DUPPONG, at 761 West Camino Real, Boca
Raton, FL 33486, as its Agent to accept service of process
within Florida.

SEASIDE MORTGAGE, INC.

By: ✓ Candy Duppong
Candy Duppong, as Director

STATE OF FLORIDA
TALLAHASSEE

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Having been named to accept service of process for the
above stated corporation 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 my duties.

✓ Candy Duppong
Candy Duppong

Dated: 11/2/99