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January 20, 2000

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

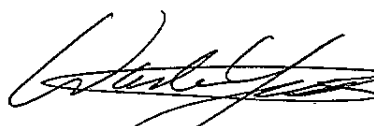
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*****78.75 *****78.75

In Re: ^{funding} A First Rate Mortgage Corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide me with a certificate of filing. My check in the amount of \$78.75 is enclosed.

Very truly yours,


Wade Yeakle

WY/pc
Encl.

FILED
2000 JAN 24 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell JAN 31 2000

W-2626

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2000 JAN 24 PM 10:33

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is A First Rate Funding Mortgage Corporation.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3105 Ninth Avenue North
St. Petersburg, Florida 33713

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7113 First Avenue South, St. Petersburg, Florida 33707 and the name of the initial registered agent of this corporation at that address is Wade Yeakle, Attorney at Law.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Scott G. Geisler
3105 9th Avenue North
St. Petersburg, FL 33713

Perry M. Earle
5683 57th Avenue North
St. Petersburg, FL 33709

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Wade Yeakle
Attorney at Law
7113 First Avenue South
St. Petersburg, FL 33707

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: January 20, 2000.



Wade Yeakle, Incorporator
Attorney at Law

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 Sec. 607.0501, Florida Statutes, the following is submitted:

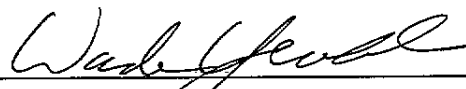
First that, A First Rate Funding Mortgage Corporation, desiring to organize or qualify under the laws of the State of Florida, has named Wade Yeakle, 7113 First Avenue South, St. Petersburg, Florida 33707 as its agent to accept service of process within Florida.

Dated: January 20, 2000.


Wade Yeakle, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 20, 2000.


Wade Yeakle

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