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Benjamin Jimenez
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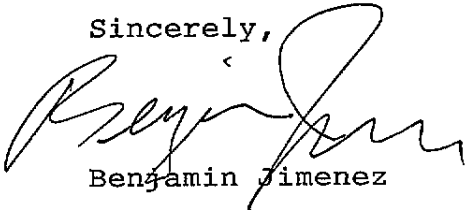
February 29, 2000

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

Re: Riomar Mortgage, Inc.

Enclosed please find the original and one copy of Articles of Incorporation of referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and registration of registered agent.

Sincerely,



Benjamin Jimenez

Enclosures
as stated above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
RIOMAR MORTGAGE, INC.

The undersigned subscriber to these Articles of Incorporation, natural person, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Riomar Mortgage, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of no par value common shares.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The corporation's principal office address is:

1121 E. Vine St.
Kissimmee, Fl 34741

ARTICLE VI - REGISTERED AGENT NAME AND ADDRESS

The name and address of the registered agent are:

Jose Rios
1121 E. Vinet St.
Kissimmee, Fl 34741

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or reduced from time to time by the By-Laws, but shall never be less than two. The name and address of the initial directors of the corporation are:

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00 MAR 13 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jose Rios
225 Gemwood Ct.
Kissimmee, Fl 34741

Teresa D. Lopez
1007 N. Catherine St.
Kissimmee, Fl 34741

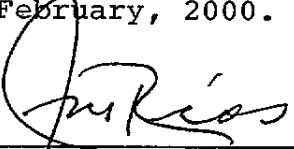
ARTICLE VIII - INCORPORATOR

Jose Rios
225 Gemwood Ct.
Kissimmee, Fl 34741

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholder's meeting by at least a majority of stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation, this 29th day of February, 2000.

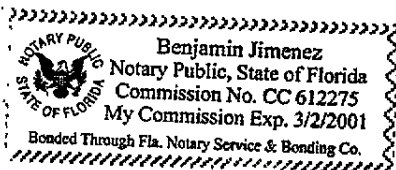


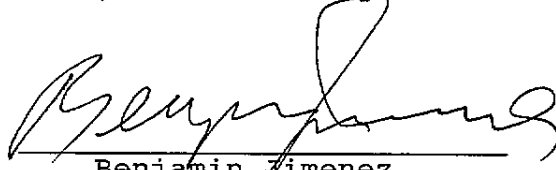
Jose Rios

STATE OF FLORIDA
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgments in the State set forth above, personally appeared Jose Rios resident of Osceola County, Florida, known to me and known to be the person who executed the foregoing Articles of incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the State and County aforesaid, this 29th day of February, 2000.





Benjamin Jimenez
Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

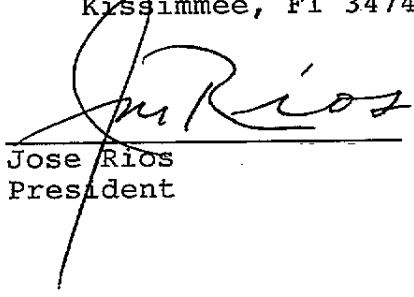
Pursuant to Florida Statutes, Section 607.0501 or 617.0501 the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

1. The name of the corporation is:

Riomar Mortgage, Inc.

2. The name and address of the Registered Agent are:

Jose Rios
1121 E. Vinet St.
Kissimmee, Fl 34741



Jose Rios
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office at 1121 E. Vine St., Kissimmee, Fl 34741.




Jose Rios

STATE OF FLORIDA
OSCEOLA COUNTY

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose Rios, known to me and known to be the person who executed the foregoing Certificate of Acknowledgment of Registered Agent.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 29th day of February, 2000.



Benjamin Jimenez
Notary Public

