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March 30, 2000

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

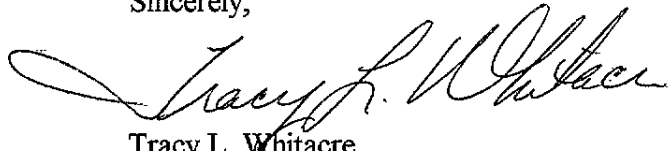
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Gentlemen:

Enclosed please find Articles of Incorporation for S & G MORTGAGE INVESTMENTS, INC., along with a conformed copy and check in the amount of \$70.00 for filing fee and designation of registered agent. Please return a date stamped copy in the envelope provided.

Thank you for your assistance.

Sincerely,



Tracy L. Whitacre
Legal Assistant

enclosures

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2000 APR -3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

S & G MORTGAGE INVESTMENTS, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I ~ NAME

The name of the corporation shall be S& G MORTGAGE INVESTMENTS, INC.

ARTICLE II ~ PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 3410 North Harbor City Boulevard, Melbourne, Florida 32935.

ARTICLE III ~ CAPITALIZATION

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand in a single class, without par value.

ARTICLE IV ~ CORPORATE DURATION

The corporation shall commence existence upon filing and shall have perpetual existence.

ARTICLE V ~ PURPOSES

The general purpose for which the corporation is organized are:

1. To engage in the business of mortgage banking or brokerage.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are indicated to the above or necessary or desirable in order to accomplish the above.

ARTICLE VI ~ INCORPORATOR

The name and address of the Incorporator of this corporation is Gus Farinella, 3410 North Harbor City Boulevard, Melbourne, Florida 32935.

ARTICLE VII ~ DIRECTOR

The corporation shall have one initial Director whose name is Gus Farinella and who resides at 3410 North Harbor City Boulevard, Melbourne, Florida 32935.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII ~ REGISTERED AGENT

The initial Registered Agent for this corporation shall be Gus Farinella. The street address of the office of the Registered Agent shall be 3410 North Harbor City Boulevard, Melbourne, Florida 32935.

Executed by the undersigned at Melbourne, Florida on March 23, 2000.


GUS FARINELLA

ACCEPTANCE OF OFFICE OF REGISTERED AGENT

Having been named as Registered Agent by Article VIII of the Articles of Incorporation of S & G MORTGAGE INVESTMENTS, INC., I HEREBY ACCEPT the appointment as registered agent and agree to act in this capacity and abide by the laws of the State of Florida which relate to this office, and that I am familiar with such laws and duties, and that the street address of the office of the Registered Agent is 3410 North Harbor City Boulevard, Melbourne, Florida 32935.


GUS FARINELLA