

AUTHORITY MORTGAGE CORPORATION

8696 W. Halls River Road - Homosassa Springs, FL 34448
Phone 352-621-7976 ~ Fax 352-621-7980 ~ Email szell@hitter.net

P00000048470

EFFECTIVE DATE
4-26-00

00 MAY -3 PM 1:22
RECEIVED
MAY 12 2000

May 12, 2000

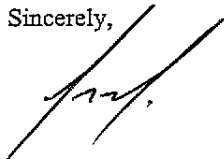
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*****78.75 *****78.75

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

Dear Ms. Brown,

Thankyou for your letter dated May 5, 2000. As per our conversation today, I have made the necessary corrections per your instructions for the articles of incorporation. Should you have any questions at all, please do not hesitate to call.

Sincerely,



Scott M. Zell
President

*789,625,2551,2550
W00-11877*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 5, 2000

SCOTT ZELL
8696 HALLS RIVER ROAD
HOMOSASSA, FL 34448

SUBJECT: AUTHORITY MORTGAGE CORPORATION
Ref. Number: W00000011877

We have received your document for AUTHORITY MORTGAGE CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 800A00025084

EFFECTIVE DATE
4-26-00

00 MAY -3 PM 1:22

ARTICLES OF INCORPORATION
OF
AUTHORITY MORTGAGE CORPORATION

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

AUTHORITY MORTGAGE CORPORATION

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law. The Corporation shall commence its existence as of April 26th, 2000.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of the Corporation, or the mailing address of the Corporation shall be:

8696 HALLS RIVER ROAD

HOMOSASSA SPRINGS, FL 34448

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below. It will be known as Section 1244 Stock pursuant to the Internal Revenue code as amended in 1986 and no other.

Maximum Number of Shares	100
Par Value Per Share	\$1.00

The authorized shares of par value common stock may be issued for only a consideration having, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE VI

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

8696 HALLS RIVER ROAD

HOMOSASSA SPRINGS, FL 34448

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

SCOTT ZELL

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is as follows:

SCOTT ZELL

9620 W GARDEN LANE, CRYSTAL RIVER, FL 34428

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The initial Board of Directors shall consist of one (1) member whose name and address is as follows:

SCOTT ZELL

9620 W GARDEN LANE, CRYSTAL RIVER, FL 34428

ARTICLE X

MISCELLANEOUS

A. The initial officers of the Corporation and their addresses shall be as follows:

President: SCOTT ZELL

9620 W GARDEN LANE, CRYSTAL RIVER, FL 34428

B. Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation.

C. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Stockholders.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

E. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or deficiency of notice.

F. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

G. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or any Directors, of Officers of, such other Corporation

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 26th day of April, 2000.

[Signature]
SCOTT M. ZELL
PRESIDENT

STATE OF FLORIDA
COUNTY OF

EXECUTION OF the foregoing instrument was acknowledged before me this 26th day of April, 2000, by SCOTT M. ZELL, who is personally known to me or who has produced sufficient evidence of identification (described below) and who did take the oath.

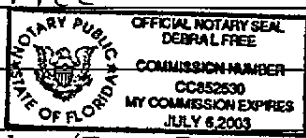
Description of identification produced: Florida Drivers License
2400-793-68-051-0

[Signature]
NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: DEBRA L FREE

COMMISSION NO: _____

COMMISSION EXP. DATE: _____



Notary Name/Commission Number/Exp. Date - Type or Printed

The undersigned hereby accepts designation as Registered Agent of the Corporation.

[Signature]
SCOTT M. ZELL
PRESIDENT

00 MAY - 3 PM 1:22
STATE OF FLORIDA