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ROBERT W. ANTHONY

December 4, 2000

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****122.50 *****78.75

Re: Thorpe Mortgage Finance, Inc.

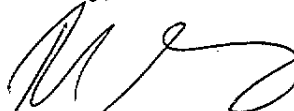
Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation in the name of the above-referenced corporation; and
2. This firm's check in the amount of \$122.50 representing the filing fee for the Articles (\$35.00), the filing fee for the Designation of Registered Agent (\$35.00); and the fee for a certified copy of the Articles to be returned to our firm (\$52.50).

Please file the enclosed documents and return the certified copy of the Articles to my attention as soon as possible. If you have any questions regarding the application, please do not hesitate to contact me.

Sincerely,


Robert W. Anthony, Esq.

Enclosures

cc: Mr. Raymond J. Thorpe, Jr.

FILED
00 DEC 13 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP
12/19

**ARTICLES OF INCORPORATION
OF
THORPE MORTGAGE FINANCE, INC.**

00 DEC 13 AM 8:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THORPE MORTGAGE FINANCE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 3001 Aloma Ave., Suite 225, Winter Park, Florida 32792.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as

hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 3001 Aloma Ave., Suite 225, Winter Park, Florida 32792.

The name of the initial registered agent of this corporation at that address shall be Raymond J. Thorpe, Jr.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Raymond J. Thorpe, Jr.	3001 Aloma Avenue Suite 225 Winter Park, FL 32792	President Treasurer/Secretary Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Raymond J. Thorpe, Jr.
3001 Aloma Avenue, #225
Winter Park, Florida 32792

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of
December, 2000.




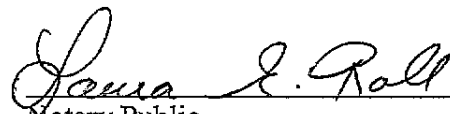
RAYMOND J. THORPE, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared RAYMOND J. THORPE, JR., to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 8th
day of December, 2000.

 Laura E Roll
My Commission CC681185
Expires October 26, 2001



Notary Public
Print Name:
My Commission Expires:
Commission No.:

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, THORPE MORTGAGE FINANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named as its Registered Agent, Raymond J. Thorpe, Jr. at 3001 Aloma Avenue, Suite 225, in the City of Winter Park, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

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 said Act relative to keeping open said office.



Raymond J. Thorpe, Jr.

FILED
00 DEC 13 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA