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LAW OFFICES

HARBSMEIER, DEZAYAS, APPEL & HERNANDEZ LLP

GENERAL CIVIL LITIGATION
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REPLY TO: LAKELAND

May 10, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tropical Dauphin Mortgage Company

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced professional association for filing, together with our check in the amount of \$78.50.

I would appreciate your filing this professional association and return a certified copy in the envelope provided for your convenience.

Should you have any questions, please do not hesitate to call.

Cordially,

Bruno F. DeZayas

BFD/he
Enclosures

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-05/14/01-0112-005
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FILED
MAY 14 PM 12:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

D. BROWN MAY 21 2001

ARTICLES OF INCORPORATION
OF
TROPICAL DAUPHIN MORTGAGE COMPANY

FILED
01 MAY 14 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TROPICAL DAUPHIN MORTGAGE COMPANY.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of a mortgage broker or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 42 North 7th Street, Haines City, Florida 33844. The registered agent of this corporation shall be Ann B. Dauphin, 42 North 7th Street, Haines City, Florida 33844.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Ann B. Dauphin	445 East Thelma Street Lake Alfred, Florida 33850-3031
Joanes Fequiere	600 Lake Martha Drive Post Office Box 3198 Winter Haven, Florida 33880

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is
Ann B. Dauphin, 445 East Thelma Street, Lake Alfred, Florida 33850-3031.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this ____ day of _____, 2001.


ANN B. DAUPHIN

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared ANN B. DAUPHIN who is to me well known and to be the person described in and who executed and subscribed the above Articles of Incorporation, and she did so freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this ____ day of _____, 2001.

Notary Public/State of Florida

Printed Notary Name

FILED
01 MAY 14 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is TROPICAL DAUPHIN MORTGAGE COMPANY.

2. The name and address of the registered agent is:

Ann B. Dauphin
42 North 7th Street
Haines City, Florida 33844

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:


Ann Dauphin

Date:
