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AUTHORIZATION :

Patricia Project

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DIVISION OF CORPORATIONS
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ORDER DATE : October 11, 2002

ORDER TIME : 11:37 AM

ORDER NO. : 779777-015

CUSTOMER NO: 4144A

CUSTOMER: Ms. Michelle Baserva
Holland & Knight LLP

Suite 3000
701 Brickell Avenue
Miami, FL 33131

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NAME: SIRACH MORTGAGE AND LENDING,
INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

T. SMITH OCT 11 2002

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ARTICLES OF INCORPORATION

OF

**SIRACH MORTGAGE AND LENDING, INC.,
A Florida Corporation**

The undersigned, acting as incorporator of **SIRACH MORTGAGE AND LENDING, INC.**, a Florida corporation, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **SIRACH MORTGAGE AND LENDING, INC.**

ARTICLE II. ADDRESS

The mailing address and principal office address of the corporation is:

c/o Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301 and the name of the corporation's initial registered agent at that address is Corporation Service Company.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have at least one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Lynn C. Washington	701 Brickell Avenue, Suite 3100 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

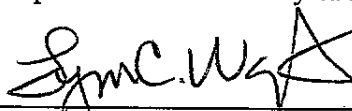
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 29th day of August, 2002.



LYNN C. WASHINGTON
Incorporator

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SIRACH Mortgage and Lending, Inc., a Florida corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. and has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

CORPORATION SERVICE COMPANY

10/11/02
Date

Deborah D. Skipper
Registered Agent

Deborah D. Skipper
Asst. V. Pres.

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