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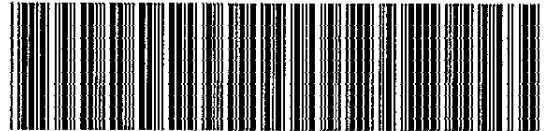
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DEPARTMENT OF STATE
DIVISION OF CERTIFICATION
TALLAHASSEE, FLORIDA

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02 OCT 22 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cedar Hills Capital Management, Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
CEDAR HILLS CAPITAL MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

The name of the corporation is **CEDAR HILLS CAPITAL MANAGEMENT, INC.** (the "Corporation").

II.

The sole purpose for which the Corporation is formed is to act as the Managing Member of **Cedar Hills Consolidated, LLC**, a Florida limited liability company (the "Company") and to engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Florida that are incident, necessary and appropriate to accomplish the foregoing.

III.

The mailing address of the initial principal office of the Corporation is 506 Manchester Expressway, Suite B5, Columbus, Georgia 31904.

IV.

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 shares of Common Stock, without par value.

V.

The number, term of office and method of election of directors shall be as determined by the bylaws of the Corporation.

VI.

The Corporation shall have perpetual duration.

VII.

The name and the Florida street address of the registered agent is:

**CAPITAL CONNECTION, INC.
417 East Virginia Street, Suite 1
Tallahassee, Florida 32301**

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.

CAPITAL CONNECTION, INC.

By: Stacey Leggett
Registered Agent

Date: 10/22/02

VIII.

Notwithstanding any other provisions of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, so long as the first mortgage (the "First Mortgage") on the real property of the Company is outstanding, the Corporation may not, without the prior written consent of the holder of the First Mortgage, do any of the following:

- (a) engage in any business or activity other than those set forth in Article II of these Articles of Incorporation; or
- (b) incur any indebtedness or assume or guaranty any indebtedness.

IX.

So long as the First Mortgage is outstanding, the Corporation may not do any of the following:

- (a) dissolve or liquidate, in whole or in part;
- (b) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity;
- (c) withdraw as Managing Member of the Company;

(d) amend or cause to be amended the organizational documents of the Corporation or the Company with respect to changing the sole purpose of the Corporation or the Company or the separateness covenants contained therein; or

(e) take any action that might cause the Corporation or the Company to become insolvent.

X.

So long as the First Mortgage is outstanding, the board of directors of the Corporation (the "Board of Directors") may not do, or cause the Company to do, any of the following without the affirmative vote of 100% of the members of the Board of Directors:

(a) institute proceedings to be adjudicated bankrupt or insolvent;

(b) consent to the institution of bankruptcy or insolvency proceedings against it;

(c) file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy;

(d) seek or consent to the appointment of a receiver, liquidator, conservator, assignee, trustee, sequestrator, custodian or any other similar official of the Corporation or the Company or a substantial part of its properties;

(e) make any assignment for the benefit of creditors;

(f) admit in writing its inability to pay its debts generally as they become due;

(g) otherwise seek relief under any laws relating to the relief from debts or the protection of debtors generally;

(h) take any corporate action in furtherance of any of the preceding actions;

(i) engage in transactions with affiliates; or

(j) except as otherwise provided in Article IX(d) hereof, amend the organization documents of the Corporation or the Company.

XI.

The Corporation shall, and shall cause the Company to:

(a) maintain books and records separate from any other person or entity;

(b) maintain its bank accounts separate from any other person or entity;

- (c) not commingle its assets with those of any other person or entity and hold all of its assets in its own name;
- (d) conduct its own business in its own name;
- (e) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- (f) pay its own liabilities and expenses only out of its own funds;
- (g) as appropriate for the organizational structure of the Corporation and the Company, observe all corporate and other organizational formalities;
- (h) maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (i) pay the salaries of its own employees from its own funds;
- (j) maintain a sufficient number of employees in light of its contemplated business operations;
- (k) not guarantee or become obligated for the debts of any other entity or person;
- (l) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (m) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate
- (n) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (other than cash and investment-grade securities);
- (o) allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (p) use separate stationery, invoices, and checks bearing its own name;
- (q) not pledge its assets for the benefit of any other person or entity;
- (r) hold itself out as a separate entity;
- (s) correct any known misunderstanding regarding its separate entity;
- (t) not identify itself as a division of any other person or entity; and
- (u) maintain adequate capital in light of its contemplated business operations.

XII.

The Board of Directors of the Corporation shall be required to consider the interests of creditors of the Corporation and the Company in connection with all corporate action.

XIII.

So long as the First Mortgage is outstanding, no transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than a 49% interest in the Corporation (or such other interest as specified in the First Mortgage) may be made unless such transfer is conditioned upon the delivery of an acceptable Non-Consolidation Opinion (as defined below) to the holder of the First Mortgage and to any nationally recognized rating agency which has been requested by the holder of the First Mortgage or any transferee of such holder to rate any issue of securities issued in respect of a pool of mortgage loans which includes the loan secured by the First Mortgage (the "Certificates") and which is then rating, or expected to rate, such Certificates (individually, a "Rating Agency"), concerning, as applicable, the Corporation, the new transferee and/or their respective owners.

For purposes of this Article, "Non-Consolidation Opinion" shall mean an opinion of counsel to the Company (reasonably satisfactory to the holder of the First Mortgage), the holder of the First Mortgage and each rating Agency in form and substance, from counsel reasonably satisfactory to NACC, the holder of the First Mortgage and each Rating Agency and containing assumptions, limitations and qualifications customary for opinions of such type) to the effect that a court of competent jurisdiction in a proceeding under the United States Bankruptcy Code would not consolidate the assets and liabilities of the Corporation with those of any shareholder or affiliate thereof which became a debtor under the United States Bankruptcy Code, and if applicable to the Company, that any such transfer would not be a fraudulent conveyance under the United States Bankruptcy Code.

XIV.

So long as the First Mortgage is outstanding, without the prior written consent of the holder of the First Mortgage and the vote of one hundred percent (100%) of the members of the Board of Directors, the Corporation may not amend, alter, change or repeal Articles II, VIII, IX, X, XI, XII, XIII or XIV of these Articles of Incorporation.

XV.

The name and address of the incorporator of the Corporation is:

David A. Kendrick
Kirbo & Kendrick
206 W. Water Street
P. O. Box 425
Bainbridge, Georgia 39818

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on October 21, 2002.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



David A. Kendrick, Incorporator
P.O. Box 425
Bainbridge, GA 39818

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TALLAHASSEE FLORIDA