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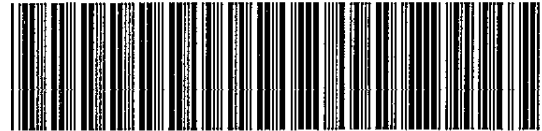
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TALLAHASSEE, FLORIDA

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Gulf Coast Title

Closings & Escrow Services, Inc.

32815 U.S. Highway 19 North, Palm Harbor, Florida 34684

Phone: 1-888-510-1929 Fax: (727) 785-5246

December 4, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for Southeastern Mortgage Corporation

Dear Sir/Madam:

Enclosed please find the original executed Articles of Incorporation for Southeastern Mortgage Corporation, and a check in the amount of \$78.75 to cover the filing of the same. Please return a certified copy of the Articles to my attention at the address on this letterhead. If you have any questions, please call.

Sincerely,

Hank Sorensen
Executive Vice President
General Counsel

cc: Cheryl Wehlau
John Wehlau

**Articles of Incorporation for
Southeastern Mortgage Corporation**

Article I

The name of the corporation is Southeastern Mortgage Corporation.

Article II

The corporation is authorized to issue 100 shares of stock at a par value of \$1.00 each. The owner(s) of such shares shall have unlimited voting rights and shall receive, if any, all net assets upon dissolution. The foregoing voting rights and rights upon dissolution shall occur pro rata according to percentage stock ownership. Once a share of stock is issued, no person may transfer any share to any other person without the consent of all other shareholders.

Article III

The street address of the registered office is 32815 U.S. Highway 19 North, Palm Harbor, Florida 34684. The registered agent at such address is Henry T. Sorensen II, Esquire.

Article IV

The name and address of the incorporator is:

John Wehlau
4942 Felecity Way
Palm Harbor, Florida 34685

Article V

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

Attn: John Wehlau
Southeastern Mortgage Corporation
32815 U.S. Highway 19 North
Palm Harbor, Florida 34684

Article VI

The initial Board of Directors shall consist of the following persons:

Cheryl Wehlau
4942 Felecity Way
Palm Harbor, FL 34685

John Wehlau
4942 Felecity Way
Palm Harbor, FL 34685

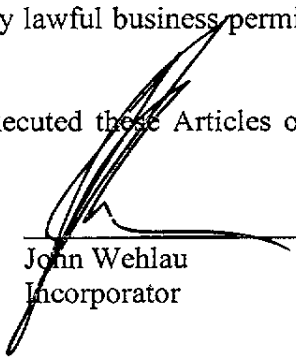
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Any future directors shall be elected as set forth in the corporation's bylaws.

Article VII

The purpose of the corporation is to engage in any lawful business permitted under law, and the term of the corporation is perpetual.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation this 4th day of December, 2002.



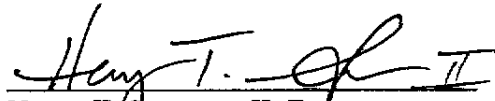
John Wehlau
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the corporation is Southeastern Mortgage Corporation.
2. The name and address of the registered agent and office is Henry T. Sorensen II, Esq, 32815 U.S. Highway 19 North, Palm Harbor, Florida 34684.

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.


Henry T. Sorensen II, Esq.

Dated: 12-4-02

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