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— A.L. —
2 S. University Dr # 312
— Plantation FL 33324 —

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

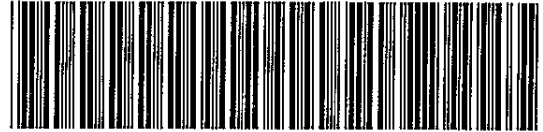
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12-30-02

ETN 16-164470

**ARTICLES OF INCORPORATION
OF
BLACKACRE MORTGAGE CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this corporation will be: BLACKACRE MORTGAGE CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

6421 Congress Avenue Suite 201
Boca Raton, Florida 33487

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by the corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock, par value \$.001 per share, and One Hundred (100) shares of preferred stock, with

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such rights and preferences as the board of directors may designate, par value \$.001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation shall be:

Andrew Lockwood
6421 Congress Ave Suite 201
Boca Raton FL 33487

**ARTICLE VII
BOARD OF DIRECTORS**

This corporation shall have one (1) to five (5) directors, as determined by the board. The initial director shall be:

Andrew Lockwood

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator is:

Andrew Lockwood
2 South University Drive Suite 312
Ft. Lauderdale, FL 33324

**ARTICLE IX
INDEMNIFICATION**

This corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.


**ARTICLE X
AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 19th day of December, 2002.


Andrew Lockwood, Incorporator

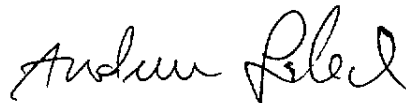
**CERTIFICATE DESIGNATING
REGISTERED AGENT
AND
OFFICE FOR SERVICE OF PROCESS**

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BLACKACRE MORTGAGE CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 6421 Congress Ave., Suite 201, Boca Raton, Florida 33487 has named Andrew Lockwood, at Two South University Drive Suite 312, Plantation, Florida 33324 its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to comply with all applicable provisions of law. In addition, I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.



Andrew Lockwood