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*As requested -
second submission
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FLORIDA PROFIT CORPORATION OR P.A.

Riverwalk Mortgage Management Company

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 22, 2003

MCCAFFREY & KUTT, P.A.

SUBJECT: MORTGAGE MANAGEMENT COMPANY
REF: W03000023956

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ARTICLES OF INCORPORATION
OF
RIVERWALK MORTGAGE MANAGEMENT COMPANY

ARTICLE I. NAME

The name of this corporation shall be Riverwalk Mortgage Management Company.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS & RIGHTS

The corporation may engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including, but not limited to, the power and right:

- A. To change the Articles of Incorporation at any time pursuant to law and the By-Laws;
- B. To change the principal office of the corporation and establish, from time to time, other locations within or outside the State of Florida for corporate operations pursuant to the By-Laws and without the necessity of amending the Articles of Incorporation;

- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business; and
- D. To purchase and acquire, in accordance with law and the By-Laws, any or all of its shares.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of common stock par value \$1.00 per share.

ARTICLE V. BOARD OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) and nor more than twelve (12), as determined from time to time by the Board of Directors.

The business and affairs of the corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof. The enumeration and definition of particular powers herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-Laws of this corporation.

ARTICLE VI. DIRECTOR LIABILITY & INDEMNIFICATION

To the fullest extent permitted by law, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article VI by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. This corporation shall indemnify to the fullest extent permitted by law any officer, director, employee, or agent, and any former officer, director, employee, or agent.

ARTICLE VII. PRINCIPAL OFFICE &
REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 4099 Tamiami Trail North, Suite 305, Naples, Florida 34103. The name and address of this corporation's registered agent shall be: Judith E. McCaffrey, 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34108.

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

ARTICLE IX. INCORPORATOR

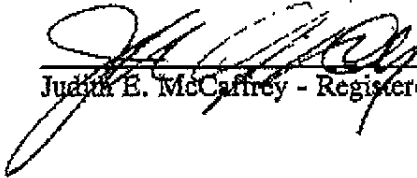
The name and address of the individual who shall serve as this corporation's incorporator is: Judith E. McCaffrey, 5811 Pelican Bay Boulevard, Suite 206-A, Naples, Florida 34108.



Incorporator
Articles of Incorporation of Riverwalk Mortgage Management Company
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I hereby accept my designation as registered agent and agree to serve as the registered agent of Riverwalk Mortgage Management Company. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Riverwalk Mortgage Management Company.


Judith E. McCaffrey - Registered Agent

Dated: 8/25/03

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