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DIVISION OF CORPORATIONS

BASIC AMENDMENT
WATERWAYS MORTGAGE, INC.

Certificate of Status	0
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Page Count	03
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TALLAHASSEE, FLORIDA

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EXHIBIT A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WATERWAYS MORTGAGE, INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is Waterways Mortgage, Inc. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

1441 Davila Street
Naples, Florida 34120

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock for a value of \$.001 per share (the "Common Shares"). Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE VI
INCORPORATOR

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

Richard Davenport
Waterways Mortgage, Inc.
1441 Davila Street
Naples, Florida 34120

ARTICLE VII
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA").

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H0400009459 3)))
- (e.) Florida Bar No. 180595

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ARTICLE VIII
DIRECTORS

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE IX
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE X
CORPORATE EXISTENCE

The corporate existence of the Corporation has commenced on the filing of the original Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XI
AFFILIATED TRANSACTIONS

The 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 14th day of January, 2004.


Richard Davenport, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000009459 3)))
- (e.) Florida Bar No. 180595

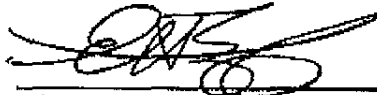
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of WATERWAYS MORTGAGE, INC., contained in the foregoing Amended and Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: January 14, 2004

By: 
Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000009459 3)))
- (e.) Florida Bar No. 180595

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CERTIFICATE
OF
WATERWAYS MORTGAGE, INC.
(the "Certificate")

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THE UNDERSIGNED, being the incorporator of Waterways Mortgage, Inc., a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the Articles of Incorporation (the "Existing Articles") of the Corporation were amended, superseded in their entirety and adopted as the Amended and Restated Articles of Incorporation (the "Restated Articles"), a true and correct copy of which Restated Articles is attached hereto as Exhibit A, by the incorporator of the Corporation on January 14, 2004.
2. No shares of stock have been issued by the Corporation as of the date of this Certificate.
3. The date of this Certificate is January 14, 2004.

Waterways Mortgage, Inc.

By: 

Richard Davenport, Incorporator

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H04000009459 3)))
- (e.) Florida Bar No. 180595