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277 Royal Poinciana Way Sulte 220 Paim Beach, FL 33480 1.800.YOUR KEY tel 1.800.584.2539 fax www.keyhomefinancing.com

Secretary of State FL Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Phone: 850-245-6051

October 7, 2003

RE: Certificate of Domestication, KEY HOME FINANCING CORPORATION

TO: Secretary of State, FL Division of Corporations

MESSAGE:

Key Home Financing Corporation is currently a Massachusetts corporation and wishes change its state of domestication and become a Florida corporation. To this end an executed Certificate of Domestication/Articles of Incorporation has been enclosed along with a Transmittal Letter and the appropriate fees.

For your reference I have also enclosed a copy of our previous registration with the Florida Department of State (as a foreign corporation). Please call me if should have any questions at 1-800-968-7539 ext. 11.

Sincerely,

George E. Harageones

Deb.18

President

TRANSMITTAL LETTER

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

SUBJE	CT: _	Key Home Financing Corporation			
Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:					
FEES:					
	Certificate of Domestication \$50.00 Articles of Incorporation and Certified Copy \$78.75 Total to domesticate and file \$128.75				
OPTIONAL:					
Certificate of Status		te of Status	\$ 8.75		
:	FROM:	George E. Harageones, Incorporator Name (printed or t	typed)		
	-	277 Royal Poinciana Way Suite 220			
		Palm Beach, FL 33480			
	City, State & Zip				
	1-800-YOUR-KEY (1-800-968-7539)				
	Daytime Telephone number				

CERTIFICATE OF DOMESTICATION The undersigned, George E. Harageones President (Name) (Title) of Key Home Financing Corporation a foreign corporation (Corporation Name) in accordance with s. 607.1801, Florida Statutes, does hereby certify: I. The date on which corporation was first formed was January 23 2003 2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the state of Massachusetts 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Key Home Financing Corporation 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Key Home Financing Corporation 5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was 70 New Ocean Street, Swampscott, Massachusetts 01907 6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801. , of Key Home Financing Corporation and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 7th day of October

Filing Fee:

Certificate of Domestication \$50.00
Articles of Incorporation and Certified Copy
Total to domesticate and file \$128.75

ARTICLES OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

Key Home Financing Corporation

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

Principal Place of Business: Waterway Plaza, 900 East Atlantic Avenue Suite 7, Delray Beach, FL 33485

Mailing Address: 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

To engage in the business of mortgage services including but not limited to consumer credit counseling, consulting services, hiring and employing agents, and employees, to deal in and with property of any kind, whether real, personal or mixed, tangible or intangible, wherever situated and however held, and to carry on any business whatsoever that this corporation may deem proper and convenient for the conduct of the corporation's business; to engage in any and all business activities a corporation organized under Florida law may engage.

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS: Common 200,000 Shares (without par value)

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, President

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, Treasurer

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, Clerk

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, Director

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS:

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, Resident Agent

ARTICLE VII INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

George E. Harageones, 277 Royal Poinciana Way Suite 220, Palm Beach, FL 33480, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINT ACT IN THIS CAPACITY.	THE ABOVE STATED CORPORATION AT THE
Signature/Registered Agent	10-7-03 Date
Signature/Incorporator	10-7-03 Date