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Igler & Dougherty, P.A.		
Requestor's Name		
2457 Care Drive		
Address		
	-2411	
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Call When Kee	edy -	Office Use Only
CORPORATION NAME(S) & DOC	UMENT NUMBER(S), (if knowr	1):
1. Federal Trust Mortgag	e Company	
(Corporation Name)	(Document #)
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2 (Corporation Name)	(Document #)
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NEW FILINGS Profit	AMENDMENTS Amendment	Certificate of Status
NEW FILINGS Profit NonProfit	AMENDMENTS Amendment Resignation of R.A., Officer/Dir	Certificate of Status
NEW FILINGS Profit NonProfit Limited Liability	AMENDMENTS Amendment Resignation of R.A., Officer/Dir Change of Registered Agent	Certificate of Status
NEW FILINGS Profit NonProfit Limited Liability Domestication	AMENDMENTS Amendment Resignation of R.A., Officer/Dir Change of Registered Agent Dissolution/Withdrawal	Certificate of Status
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NEW FILINGS Profit NonProfit Limited Liability Domestication Other OTHER FILINGS Annual Report	AMENDMENTS Amendment Resignation of R.A., Officer/Dir Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION Foreign	Certificate of Status

ARTICLES OF INCORPORATION

OF

FEDERAL TRUST MORTGAGE COMPANY

The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Federal Trust Mortgage Company ("Corporation"). Its initial place of business shall be 312 West First Street, Suite 400, Sanford, Florida 32771, or at such other place as the Board of Directors shall designate.

ARTICLE II

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The total number of shares authorized to be issued by the Corporation shall be 10,000,000. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

ARTICLE IV

The term for which said Corporation shall exist shall be perpetual, unless terminated pursuant to the Florida Business Corporation Act.

ARTICLE V

The number of directors shall not be fewer than three, nor more than fifteen. A majority of the full board of directors or of the shareholders may, at any time during the year following the annual meeting of shareholders, increase the number of directors by not more than two directors, and appoint persons to fill resulting vacancies.

ARTICLE VI

Pursuant to Section 607.0206, *Florida Statutes*, the right to adopt the Corporation's initial Bylaws is reserved to the Corporation's Shareholders.

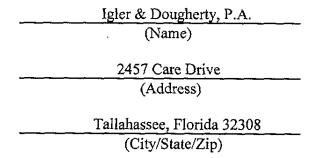
In witness of the foregoing, the undersigned Incorporator executed these Articles of Incorporation this 26th day of May, 2005.

Richard Pearlman, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

- 1. The name of the corporation is Federal Trust Mortgage Company.
- 2. The name and address of the registered agent and office is:



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.

IGLER & DOUGHERTY, P.A.

Richard Pearlman

Authorized Attorney

Date: May 26, 2005