

**Electronic Articles of Incorporation
For**

P05000127991
FILED
September 16, 2005
Sec. Of State
thampton

COUNTRYWIDE FINANCIAL & FUNDING USA CORP.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

COUNTRYWIDE FINANCIAL & FUNDING USA CORP.

Article II

The principal place of business address:

2607 HERON LANDING CT
ORLANDO, FL. 32837

The mailing address of the corporation is:

2607 HERON LANDING CT
ORLANDO, FL. 32837

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

200

Article V

The name and Florida street address of the registered agent is:

EDWARD KOTLER
2607 HERON LANDING CT
ORLANDO, FL. 32837

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: EDWARD KOTLER

Article VI

The name and address of the incorporator is:

EDWARD KOTLER
2607 HERON LANDING CT
ORLANDO FL 32837

Incorporator Signature: EDWARD KOTLER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
EDWARD KOTLER
2607 HERON LANDING CT
ORLANDO, FL. 32837