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P.O. Box 414253
Miami, Florida 33141

February 3, 1995

Secretary of State
P.O. Box 6327
Tallahassee, Fl. 32304

Re: Brassington Mortgage Corporation

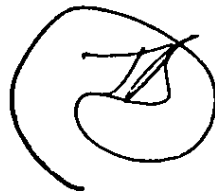
Dear Sirs:

Please file the enclosed Articles of Incorporation and return via federal express.
Our fed ex acct # is 108247940.

Sincerely,


Hilda Hernandez
Legal Assistant

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2/9/95


FILED
95 FEB -3 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRASSINGTON MORTGAGE CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Brassington Mortgage Corporation.

The principal place of business of this corporation shall be at: 10031 Pines Boulevard, Suite 238, Pembroke Pines, Florida 33024.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to mortgage financing and brokerage.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 N.E. 15 Street, Suite 100, Miami, Florida 33132; and the name of the initial registered agent of the corporation at that address is Dana Faith Charles.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
95 FEB - 6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

1. E. CHRISTINA BRASSINGTON-President, Vice President, Treasurer, Secretary and Director.

ADDRESS: 10031 Pines Boulevard, Suite 238, Pembroke Pines, Florida 33024.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

1. E. CHRISTINA BRASSINGTON-President, Vice President, Treasurer, Secretary and Director.

ADDRESS: 10031 Pines Boulevard, Suite 238, Pembroke Pines, Florida 33024.

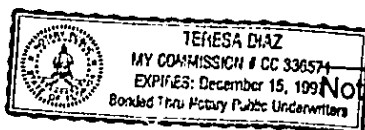
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 1st day of February, 1995.

E. Christina Brassington
E. CHRISTINA BRASSINGTON

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of February, 1995, by E. CHRISTINA BRASSINGTON, who appeared before me and who produced Teresa Diaz as identification. Said person did not take an oath.



Teresa Diaz
Notary Public, State of Florida at Large

My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
95 FEB - 6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act: BRASSINGTON MORTGAGE CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Pembroke Pines, County of Broward, State of Florida, has named Dana Faith Charles, located at 555 N.E. 15 Street, Suite 100, Miami, Florida 33132, as its agent to accept service of process within this State.

E. Christopher Brassington
Officer

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dana Faith Charles
Dana Faith Charles