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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMART MORTGAGE SERVICES, INC.

FAX AUDIT NUMBER: H95000003987

CURRENT STATUS: REQUESTED

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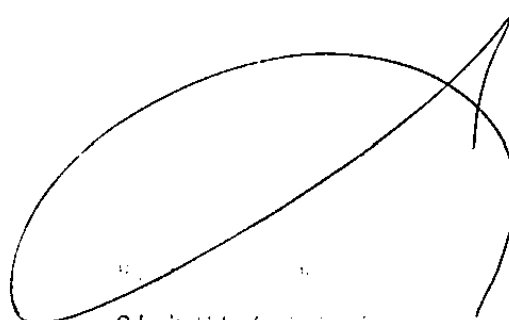
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FAX AUDIT NO.: H95000003907

**ARTICLES OF INCORPORATION
OF
SMART MORTGAGE SERVICES, INC.**

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be SMART MORTGAGE SERVICES, INC. The principal business address of the corporation is 4951 Tamiami Trail North, Suite 203, Naples, Florida 33940.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be Ten Thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

Prepared by:
THOMAS P. CLARK, ESQUIRE
Florida Bar No.: 510114
1715 Monroe Street
Fort Myers, FL 33901
(813) 334-4121

FAX AUDIT NO.: H95000003987

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ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

GLENN E. GRANT

4951 Tamiami Trail North, Suite 203
Naples, Florida 33940

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two Directors initially, and the names and addresses of the initial Directors are as follows:

GLENN E. GRANT

4951 Tamiami Trail North, Suite 203
Naples, Florida 33940

DEBRA W. GRANT

4951 Tamiami Trail North, Suite 203
Naples, Florida 33940

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

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ARTICLE IX. INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

GLENN H. GRANT 4951 Tamiami Trail North, Suite 203
Naples, Florida 33940

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 7th day of April, 1995.


Glenn H. Grant

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Glenn H. Grant
Registered Agent

FILED
APR 7 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

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4/18/95 FLORIDA DIVISION OF CORPORATIONS 10:13 AM
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FAX: (904) 922-4000 CONTACT: BARB D ISLE
PHONE: (813) 334-4121
FAX: (813) 332-4474

(((H95000004317))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: SMART MORTGAGE SERVICES, INC.
FAX AUDIT NUMBER: H95000004317 CURRENT STATUS: REQUESTED
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CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SMART MORTGAGE SERVICES, INC.

1. Article I of the Articles of Incorporation of SMART MORTGAGE SERVICES, INC., is amended to read as follows:

ARTICLE I. NAME AND ADDRESS.


The name of the Corporation is SMART MORTGAGES UNLIMITED, INC. The principal business address of the corporation is 4947 Tamiami Trail North, Suite 203, Naples, Florida 33940.

2. The foregoing Amendment was adopted by the unanimous approval of all Shareholders of this Corporation entitled to vote thereon on the 17th day of APRIL, 1995.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 17th day of APRIL, 1995.


Glenn E. Grant, President

Attest:


Debra W. Grant, Secretary

Prepared by:
THOMAS P. CLARK, ESQUIRE
Florida Bar Number: 510114
1715 Monroe Street
Fort Myers, Florida 33901
(813) 334-4121

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