

P950000 34141
PAPY & WEISSENBORN, P.A.
ATTORNEYS AT LAW

MIAMI OFFICE
MAILING ADDRESS
P.O. BOX 141939
CORAL GABLES, FL 33114-1939

MIAMI OFFICE
201 ALHAMBRA CIRCLE, SUITE 502
CORAL GABLES, FLORIDA 33134
(305) 446-5100
FACSIMILE (305) 445-6793

TAMPA OFFICE
4830 WEST KENNEDY BLVD.
SUITE 355
TAMPA FL 33609

PLEASE REPLY TO MIAMI

PAULINA A. CERVANTES

April 26, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: ALPHA ONE MORTGAGE CORPORATION

500001467465
-04/27/95--01121--017
***122.50 ***122.50

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation of Registered Agent for Alpha One Mortgage Corporation. Enclosed, as well, is our \$122.50 check for the following:

Certified Copy	52.50
Registered Agent Designation	35.00
Filing Fees	35.00
TOTAL	\$122.50

Upon your receipt and filing of the documents, please send me, at the Coral Gables address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,


Paulina A. Cervantes

Enclosures

NANCY HENDRICKS MAY - 2 1995

FILED
95 APR 27 PM 2:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ALPHA ONE MORTGAGE CORPORATION

FILED

95 APR 27 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation is Alpha One Mortgage Corporation.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

25 N.W. 127 Avenue
Miami, Florida 33182

The name of the registered agent at such address is:

Lydia F. Masters

ARTICLE VII
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

25 N.W. 127 Avenue
Miami, Florida 33182

ARTICLE VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the sole member of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Lydia F. Masters, President Vice-President Secretary	25 N.W. 127 Avenue Miami, Florida 33182

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Lydia F. Masters	25 N.W. 127 Avenue Miami, Florida 33182

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

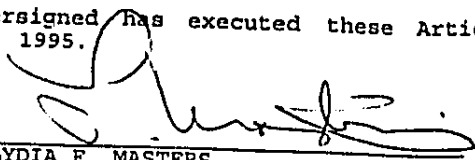
ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts and leases made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of April, 1995.


LYDIA F. MASTERS

STATE OF FLORIDA:

:ss

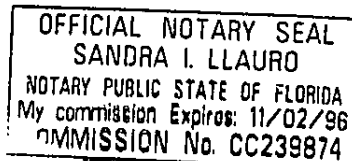
COUNTY OF DADE:

ON THIS 26 day of April, 1995, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared LYDIA F. MASTERS, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission Expires:


Notary Public, State of Florida



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED: ALPHA ONE MORTGAGE CORPORATION, DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN
THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED LYDIA F. MASTERS, LOCATED AT 25
N.W. 127 AVENUE, MIAMI, FLORIDA 33182, CITY OF MIAMI, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE

TITLE PRESIDENT

DATE

4/26/95

FILED
95 APR 27 PM 2 14
SECRETARY OF STATE
TALLAHASSEE, FLA