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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
400 EAST GAINES STREET
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CHELSEA MORTGAGE CORP.
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**ARTICLES OF INCORPORATION
OF
CHELSEA MORTGAGE CORP.**

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is **CHELSEA MORTGAGE CORP.** (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Marvin S. Cassel, P.A., Broad and Cassel, Miami Center, 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Marvin S. Cassel, P.A.
Florida Bar Number 0012713
Broad and Cassel
Miami Center, Suite 3000
201 S. Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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NINTH: The corporate existence of the Corporation shall commence upon the filing of these articles of incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of May, 1995.



Marvin S. Cassel, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0805 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Allison A. Lichter
Allison A. Lichter, Vice President

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