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(305) 854-3614

May 30, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation;
PRIORITY HOME FUNDING CORPORATION

Gentlemen:

Enclosed please find our check in the amount of \$122.50 as fee for filing the above named corporation and certificate for same.

Upon filing, please return the appropriate documents to the undersigned.

Thank you for the attention given this matter and your anticipated cooperation.

Sincerely,


Kenneth Warner Mayer

KWM/gl

6/12/95



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**ARTICLES OF INCORPORATION
OF
PRIORITY HOME FUNDING CORPORATION**

ARTICLE I

NAME

The name of the corporation is:

Priority Home Funding Corporation

ARTICLE II

NATURE OF CORPORATE BUSINESS

To procure and secure mortgage financing as broker, agent and otherwise, and to market and advertise such services and activities accordingly and pursuant thereto, and to service, invest in, hold, re-sell, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, mortgages, chattel mortgages, secured financing agreements, commercial paper and other negotiable instruments, according to all applicable laws of the State of Florida and the United States.

To organize or cause to be organized under the laws of the State of Florida or any state of the United States of America, or of the District of Columbia, or of any territory, dependency, commonwealth or possession of the United States, or any other country, colony, territory or dependency thereof, a corporation or corporations for the purpose of transacting, promoting or carrying

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on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

To borrow money and contract debts; to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of any corporation or ther organizations any of whose this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of security interest in, pledge, or other lien, upon any or all of the property of this Corporation wheresoever situated, acquired, or to be acquired.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of

general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

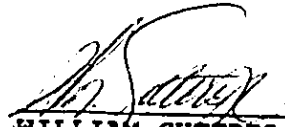
The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: William Guteres, Jr.

Initial Registered Office: 10934 S.W. 152nd Place
Miami, Florida 33196

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


WILLIAM GUTERES, JR.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and his name and postal address is:

Name: William Guteres, Jr.

Address: 10934 S.W. 152nd Place
Miami, Florida 33196

ARTICLE VII

INCORPORATORS

The name and addresse of the incorporator executing these Articles of Incorporation is:

Name: William Guteres, Jr.

Address: 10934 S.W. 152nd Place
Miami, Florida 33196

ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE IX

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the

Corporation. Said shareholders shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be alienated at the price and terms originally contemplated.

ARTICLE X

INITIAL ADDRESS

The street address in this state of the principal office of the corporation is: 10934 S.W. 152nd Place
Miami, Florida 33196

IN WITNESS WHEREOF, the undersigned, as Incorporator and Initial Director has executed the foregoing Articles of Incorporation on this 25 day of May, A.D. 1995.


WILLIAM GUTERRES, JR.
INCORPORATOR, INITIAL DIRECTOR

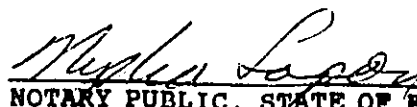
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared William Guterres, Jr. who is personally known to me and who acknowledged before that he executed the foregoing Articles of Incorporation as Resident Agent, Incorporator and Initial director on the date last above written.

 WITNESS my hand and seal of office on this 25 day of May, 1995.



"OFFICIAL SEAL"
Nydia Lapon
My Commission Expires 4/4/98
Commission #CC 361263


NOTARY PUBLIC, STATE OF FLORIDA