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August 2, 1995

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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TALLAHASSEE, FLORIDA  
-08/04/95--U1036--U118  
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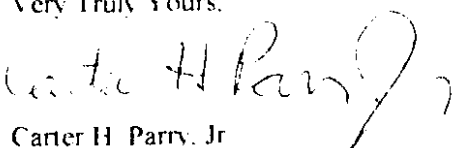
Re Continental Mortgage Trading  
Corporation

Dear Sir

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also find enclosed a check made payable to the Florida Secretary of State in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) for payment of the following fees:

- (1) Filing the Articles of Incorporation for Continental Mortgage Trading Corporation -----\$35.00,
- (2) Filing the Designation of and Acceptance of Registered Agent for Continental Mortgage Trading Corporation-----\$35.00, and
- (3) Certified copy of the Articles of Incorporation for Continental Mortgage Trading Corporation-----\$52.50

Very Truly Yours,

  
Carter H. Parry, Jr.

CHP jr/mg

Encl

cc Jack H. Neese, Jr.



ARTICLES OF INCORPORATION

OF

CONTINENTAL MORTGAGE TRADING CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation

FIRST The name of the corporation is Continental Mortgage Trading Corporation

SECOND The period of duration of the corporation is perpetual

THIRD The purpose for which the corporation is organized is to engage in general advice regarding the buying and selling of first mortgage liens on one to four family residential properties located in the United States and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purpose, and to do all other things incidental to or connected with it that is not forbidden by the Florida corporation laws or by any other law, or by these articles of incorporation, and to carry out the said purpose in any state of the United States to the extent that it is not forbidden by the United States

FOURTH Authorized Shares

Number The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a value of \$1.00 per share

Initial Issue 100 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share

Stated Capital The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time

Dividends The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property

No classes of stock The shares of the corporation are not to be divided into classes

No share in series The corporation is not authorized to issue shares in series

FIFTH The initial street address in Florida of the initial registered office of the corporation is Suite 350, 1001 3rd Avenue West, Barnett Bank Center, Bradenton, Florida 34205, and the name of the initial registered agent at such address is Carter H Parry, Jr

SIXTH The initial board of directors shall consist of one member, who need not be a resident of Florida or a shareholder of the corporation

SEVENTH The name and address of the person who shall serve as a director until the first annual meeting of shareholders, or until his successor has been elected and qualified, is as follows

Jack H. Neese, Jr  
1260 Cornish Court  
Sarasota, Florida 34232

EIGHTH The name and address of the initial incorporator is as follows

Jack H. Neese, Jr  
1260 Cornish Court  
Sarasota, Florida 34232

NINTH An affirmative vote of all of the shares of the corporation shall be required for any shareholder action

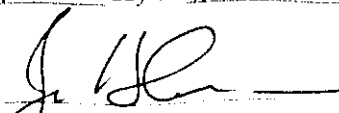
TENTH The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock

ELEVENTH The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder against all shares of commonly stock authorized and issued

TWELFTH The address of the principal office is

1260 Cornish Court  
Sarasota, Florida 34232

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these article of incorporation at Sarasota, Florida, on the 1<sup>st</sup> day of August, 1995

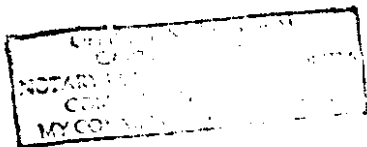
  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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The foregoing instrument was acknowledged before me this 24 day of August, 1995 by Jack H. Neese, Jr. as the incorporator for Continental Mortgage Trading Corporation, who is personally known to me and who did not take an oath.



*Carter H. Parry, Jr.*  
Notary Public

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Continental Mortgage Trading Corporation.
2. The name and address of the registered agent and office is:

Carter H. Parry, Jr.  
Suite 350, 1001 3rd Avenue West  
Barnett Bank Center  
Bradenton, Florida 34205

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

*Carter H. Parry, Jr.*  
Carter H. Parry, Jr.

Date 8-1-95