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1333 Hoversham Dr.
New Port Richey, Florida 34655
(813)-861-1896

August 28, 1995

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

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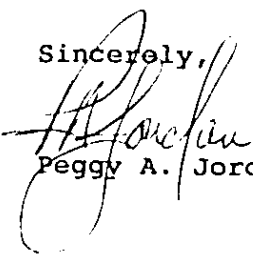
RE: Palm Harbor Mortgage, Incorporated
1333 Hoversham Dr.
New Port Richey, Florida 34655

Dear Sirs:

I enclose an original and one copy of the Articles of Incorporation for the above proposed corporation. Also included is a check for \$70.00 to cover filing the fees.

Please file the original articles and return the certified copy to me at the above address. I may be contacted at the above address and phone number.

Sincerely,


Peggy A. Jordan

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cf 9/1/95

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INCORPORATIONS
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ARTICLES OF INCORPORATION
OF
Palm Harbor Mortgage, Incorporated

- ONE: The name of the corporation is Palm Harbor Mortgage, Incorporated.
- TWO: The duration of the corporation shall be perpetual.
- THREE: The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business permitted under the laws of the State of Florida.
- FOUR: The aggregate number of shares which the corporation shall have authority to issue is TWO THOUSAND (2,000) common shares without par value.
- FIVE: The registered agent of the corporation, the street address of the initial registered office, and its principal address, in the State of Florida is:

Name: Peggy A. Jordan

Address: 1333 Hoversham Dr.

New Port Richey, FL 34655

SIX: The number of directors constituting the initial board of directors is ONE (1) who's name and addresse is as follows:

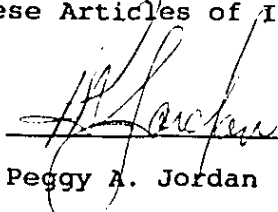
Name	Address
Peggy A. Jordan	1333 Hoversham Dr. New Port Richey, FL 34655

SEVEN: The name and address of the sole incorporator is:

Name: Peggy A. Jordan
Address: 1333 Hoversham Dr., New Port Richey, FL 34655

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

DATED: 8/28/95


Peggy A. Jordan

FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
55/1000 11/10/95

STATE OF FLORIDA

COUNTY OF PASCO

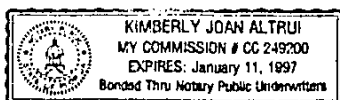
I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared PEGGY A. JORDAN, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of August, 1995.

Kimberly Joan Altrui
Notary Public KIMBERLY JOAN ALTRUI

My commission expires: 11/1/97

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



Peggy A. Jordan 55-35001-01 3010