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January 10, 1996

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32304

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****122.50 ****122.50

RE: First City Mortgage Corp.

Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify it and return it to me.

The designation of the resident agent and location for the service of process, pursuant to Fla. Stat. §48.091, are set forth in the Articles of Incorporation.

A check is enclosed in the amount of \$122.50 to cover the filing fees and the certified copy.

Sincerely,

Thomas A. Moseley

Thomas A. Moseley*

TAM/jdw
Enc.

*signed in his absence
to avoid delay in sending

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST CITY MORTGAGE CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of this corporation is FIRST CITY MORTGAGE CORP.

2. PURPOSE. The purpose for which the corporation is organized is:

The transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company or a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

3. CAPITAL STOCK. The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 and shall have no par value.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 6404 Manatee Avenue West, Suite V, Bradenton, Florida 34209 and the name of the initial registered agent of the corporation at that address is Andrew R. Glendening. The principal business address of the corporation is 6404 Manatee Avenue West, Suite V, Bradenton, Florida 34209.

6. NUMBER OF DIRECTORS. The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws by the stockholders, but shall never be less than one.

7. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors, who shall hold office until the first annual stockholders' meeting or until a successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
Andrew R. Glendening	3982 75th Street West, Apt. 304, Bradenton, Florida 34209

8. INCORPORATOR. The name and address of the incorporator is:

Andrew R. Glendening
3982 75th Street West, Apt. 304
Bradenton, Florida 34209

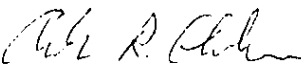
9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the owners of a majority of the stock entitled to vote thereon; unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until the first meeting of the Directors following the first annual stockholders' meeting or until their successors have been elected and qualified, are as follows:

President - Andrew R. Glendening
Secretary - Andrew R. Glendening
Treasurer - Andrew R. Glendening

11. RESTRICTIONS ON TRANSFER OF STOCK. No share of the stock of the corporation may be sold or transferred, except by death, without giving the other stockholders of the corporation 60 days notice in writing of their option to purchase such stock at such price and on such terms as may be offered by other parties and acceptable to the stockholder desiring to sell. Such option shall inure to the benefit of the other stockholders (who desire to accept same) pro rata.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on January 10, 1996.



Andrew R. Glendening

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

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I hereby accept the designation as resident agent of the above
corporation and agree to comply with the provisions of Fla. Stat. §48.091
relative to keeping open a location for the service of
process.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chad R. Glickman

Resident Agent