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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 834260 134544A

AUTHORIZATION : *Patricia Pyjett*

COST LIMIT : \$ 70.00

ORDER DATE : February 6, 1996

ORDER TIME : 10:24 AM

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ORDER NO. : 834260

CUSTOMER NO: 134544A

CUSTOMER: Gerald Schilian, Esq
COX & SCHILIAN

Suite 207
1761 W. Hillsboro Boulevard
Deerfield Beach, FL 33442

DOMESTIC FILING

NAME: SANCTUARY MORTGAGE CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Un *signed* *2RD*
EXAMINER'S INITIALS:

FILED
96 FEB -6 AM 10:22 96 FEB -6 PM 12:29
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SAN
2/7/96

FILED

96 FEB -6 AM 10:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SANCTUARY MORTGAGE CORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

Article I

CORPORATE NAME

The name and principal place of business of the Corporation is:

Sanctuary Mortgage Corporation
4400 N Federal Highway, #307
Boca Raton, FL 33431

Article II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activity or business permitted under the laws of the United States and of the State of Florida.

Article III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of no par common stock.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Article IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE


The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Gerald Schillian, Esq.

INITIAL REGISTERED OFFICE: 1761 W. Hillsboro Blvd., #207
Deerfield Beach, FL 33442

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in the Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Registered Agent
Gerald Schillian, Esq.

Article V

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one.

Article VII

AMENDMENT


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon by shareholders is subject to this reservation.

Article VIII

INCORPORATORS

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

Gerald Schilian, Esq.
1761 W. Hillsboro Blvd., Suite 207
Deerfield Beach, FL 33442

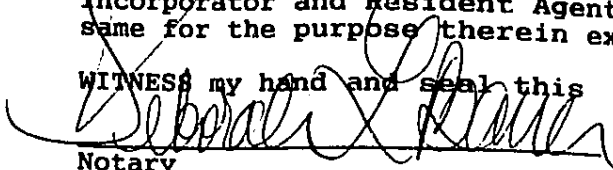


Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

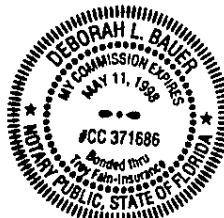
BEFORE ME the undersigned authority an officer duly qualified to administer oaths and take acknowledgements to the state aforesaid personally appeared Gerald Schilian to me known to be the incorporator and Resident Agent described in and who executed the same for the purpose therein expressed.

WITNESS my hand and seal this _____ day of _____, 1996



Notary

My commission expires:



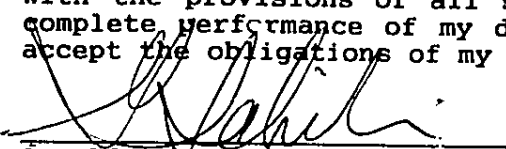
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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: Sanctuary Mortgage Corporation
2. The name and address of the registered agent and office is:

Gerald Schilian
1761 W. Hillsboro Blvd., Suite 207
Deerfield Beach, FL 33442

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 positions as registered agent.


Gerald Schilian, Esq.

2/5/96
Date

FILED
96 FEB -6 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA