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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ATLANTIS MORTGAGE CORPORATION

FAX AUDIT NUMBER: H96000004949

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/08/1996

TIME REQUESTED: 11:35:54

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATLANTIS MORTGAGE CORPORATION**

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of state of the state of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I - NAME

The name and mailing address of this Corporation shall be:

ATLANTIS MORTGAGE CORPORATION
1515 Washington Street
Hollywood, Florida 33020

ARTICLE II - EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the state of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of one cent per value common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The principal street address of the initial registered office of this Corporation is 1515 Washington Street, Hollywood, Florida 33020 and the name of the

PREPARED BY: William M. Bustamante, Esq.
782 N.W. 43 Avenue, Ste. 635
Miami, FL 33126
Fla. Bar No. 029048
(305) 444-7767

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Initial registered agent of this Corporation is PHILLIP JEFFERY EHRMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the initial director(s) of this Corporation is (are):

PRESIDENT: PHILLIP JEFFERY EHRMAN	1515 Washington Street Hollywood, Florida 33020
VICE PRES: PHILLIP JEFFERY EHRMAN	1515 Washington Street Hollywood, Florida 33020
SECRETARY: PHILLIP JEFFERY EHRMAN	1515 Washington Street Hollywood, Florida 33020
TREASURER: PHILLIP JEFFERY EHRMAN	1515 Washington Street Hollywood, Florida 33020

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATION

The name and address(es) of the person(s) signing these articles is (are):

PHILLIP JEFFERY EHRMAN	1515 Washington Street Hollywood, Florida 33020
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IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these articles of incorporation this 8 day of APRIL, 1996.

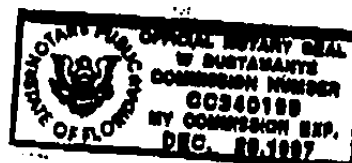
Phillip Jeffery Ehrman
PHILLIP JEFFERY EHRMAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing, articles of incorporation, were acknowledged before me on this 8 day of APRIL, 1996, by PHILLIP JEFFERY EHRMAN, as President of ATLANTIS MORTGAGE CORPORATION, who is personally known to me or who has produced his FLORIDA DRIVER'S LICENSE as identification and who did take an oath.

W. Bustamante
PRINT: W. BUSTAMANTE
NOTARY PUBLIC STATE OF FLORIDA

My Commission expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, MAKING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE**

In compliance with Section 607.034 of the Florida Statutes, the following
is submitted:

ATLANTIS MONTAGE CORPORATION

desiring to organize or qualify under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, in the
City of Miami, County of Dade, State of Florida, has named **PHILLIP JEFFREY
EMERMAN**, 1515 Washington Street, Hollywood, FL 33020 as its agent to accept
service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of all said Act
relative to keeping open said office.

Dated this 8 day of April, 1996.


PHILLIP JEFFREY EMERMAN
AS REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA