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MAY, MEACHAM & DAVELL

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
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ONE FINANCIAL PLAZA
FORT LAUDERDALE, FLORIDA 33304-1007

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April 18, 1996

FEDERAL EXPRESS

CORPORATE RECORDS BUREAU
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

400001787344
-04/19/96--01058--020
****122.50 ****122.50

Re: Incorporation of **BANKER'S MORTGAGE ASSOCIATES, INC.**

Dear Sir or Madame:

Enclosed you will find an original and a copy of the executed Articles of Incorporation for **BANKER'S MORTGAGE ASSOCIATES, INC.** Please note that we have obtained the required approval of the Division of Banking for use of this name. I have enclosed a copy of their letter granting approval. Further enclosed is our trust check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee, registered agent designation and a certified copy of the Articles. A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy of the Articles after filing same.

Thank you for your prompt attention to this matter.

Very truly yours,

William C. Davell

William C. Davell
MAY, MEACHAM & DAVELL, P.A.

WCD/cab

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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April 15, 1996

William C. Davoll
May, Moacham & Davull, P.A.
Attorneys and Counselors
Nationsbank Tower, Suite 2602
One Financial Plaza
Ft. Lauderdale, FL 33394-1697

Re: "Banker's Mortgage Associates, Inc."

Dear Mr. Davoll:

On March 12, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning March 22, 1996, for 21 days until April 12, 1996, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

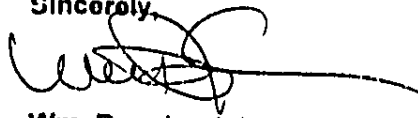
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DIVISION OF CORPORATIONS

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Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Banker's Mortgage Associates, Inc.".

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
BANKER'S MORTGAGE ASSOCIATES, INC.**

Article I - Name and Address

The name of this corporation is:

BANKER'S MORTGAGE ASSOCIATES, INC.

and the address of the corporation is:

**100 SOUTH PINE ISLAND ROAD, SUITE #211
PLANTATION, FLORIDA 33324**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value 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 street address of the initial registered office of this corporation is **100 SOUTH PINE ISLAND ROAD, SUITE #200, PLANTATION, FLORIDA, 33324**; and the name of the initial registered agent of this corporation at that address is **BARRY LETHBRIDGE**.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The name(s) of the Director(s), their addresses and office to be held by each for the first year of existence of this Corporation or until their successors are elected and have qualified are:

Name	Address	Office
BARRY LETHBRIDGE	100 S. Pine Island Road Suite #200 Plantation, FL 33324	President/ Secretary/ Treasurer

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation (Incorporator and Subscriber) is: Barry Lethbridge, 100 South Pine Island Road, Suite #200, Plantation, Florida, 33324, and the number of shares of stock to which the subscriber agrees to take is: TEN (10) SHARES.

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber has executed these Articles of Incorporation this 17th day of April, 1996.


BARRY LETHBRIDGE

STATE OF FLORIDA :
COUNTY OF BROWARD : S

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BARRY LETHBRIDGE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he

acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17 day of April, 1996.

William C. Davell
Notary Public

My commission expires:

OFFICIAL NOTARY SEAL
WILLIAM C DAVELL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0044822
MY COMMISSION EXPIRES 04/15/99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **BANKER'S MORTGAGE ASSOCIATES, INC.**, which is contained in the foregoing Articles of Incorporation.

DATED this 17 day of April, 1996.

Barry Letheridge
BARRY LETHERIDGE
Registered Agent

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DIVISION OF CORPORATIONS
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BANKER'S MORTGAGE ASSOCIATES, INC.
100 SOUTH PINE ISLAND ROAD
SUITE 200
PLANTATION, FLORIDA 33324

April 24, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Letter No. 397A00019450

Dear Sirs:

Enclosed you will find a copy of your letter to me. The address on the letter for Banker's Mortgage Associates, Inc. is not correct. Please note the proper Suite Number is 200 and correct your records accordingly.

Thank you for your attention to this matter.

Sincerely,

Barry Lethbridge
Barry Lethbridge

LT
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