

EFFECTIVE DATE
6/12/96

ARTICLES OF INCORPORATION
OF
FAIRFIELD VILLAGE MORTGAGE CORPORATION

FILED
96 JUN 13 PM 4:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Fairfield Village Mortgage Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

11100 Santa Monica Blvd., Suite 500
Los Angeles, CA 90025

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on June 12, 1996.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

CT Corporation System
1200 S. Pine Island Road
Plantation, FL 33324

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

NAME	ADDRESS
Amanda Lister	135 E. 57th Street New York, NY 10022
Robert McSween	135 E. 57th Street New York, NY 10022
Fred Assenheimer	135 E. 57th Street New York, NY 10022
Glenn Sonnenberg	11100 Santa Monica Blvd., Suite 500 Los Angeles, CA 90025

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of June 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, VP.
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
DISCHARGE OF ITS DUTIES.

Dated this 13th day of June, 1998.

CT CORPORATION SYSTEM

By: Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

WPB/85390.1/55382/53438

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STATE
TOLLAND, CONNECTICUT

P96000050751

CSC
Networks

ACCOUNT NO. : 072100000032
REFERENCE : 038275 7107692
AUTHORIZATION : *Michelle Bailey*
COST LIMIT : \$ 35.00

ORDER DATE : July 31, 1996

ORDER TIME : 2:04 PM

ORDER NO. : 038275

CUSTOMER NO: 7107692

CUSTOMER: Ms. Linda K. Ensbury
Ing Real Estate Investors,
9800 South Sepulveda Boulevard
Suite 810
Los Angeles, CA 90045

RECEIVED 11/1/96

CHANGE OF AGENT

NAME: FAIRFIELD VILLAGE MORTGAGE
CORPORATION

RECEIVED
TALLAHASSEE FLORIDA
55 AUG - 1 PM 4:27

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Michelle Bailey

8/2
Jon
RA
Change

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Fairfield Village Mortgage Corporation

1b. The mailing address of the corporation is: 11100 Santa Monica Blvd., Suite 500,
Los Angeles, CA 90025

1c. Date of incorporation: June 13, 1996 Document number: P96000050751

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 South Pine Island Road

Plantation, FL 33324

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street, Suite 105,

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

Clifford R. Smith, V.P.

(Printed or typed name and title)

7-22-96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Karen B. Rozar

(Signature of Registered Agent)

August 01, 1996

(Date)

If signing on behalf of an entity:

Karen B. Rozar

(Typed or Printed Name)

Assistant Secretary

(Capacity)