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June 24, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 28 AM 10:33

Florida Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed please find for filing an original and one copy of the articles of incorporation of Commercial Capital Solutions, Inc. Please file the original articles of incorporation and return the copy of the articles incorporation date stamped in the enclosed self-addressed stamped envelope.

Very truly yours,

Tracey K. Jaensch

TKJ/ric
enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 10:33

ARTICLES OF INCORPORATION

OF

COMMERCIAL CAPITAL SOLUTIONS, INC.

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary 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 of this corporation is COMMERCIAL CAPITAL SOLUTIONS, INC.

ARTICLE II

Commencement of Corporate Existence

The Corporation's existence shall commence on the date of the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Business and Powers

A. The general nature of the business and other activities to be transacted by this Corporation are:

(1) to render mortgage brokering and investment services;

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

Authorized Shares

The maximum number of shares of stock authorized to be issued by the Corporation is 1000 shares of capital stock, all of which shares shall be common shares of the par value of $.10 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services.

Pursuant to Florida Statutes §607.1621(2), if the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the Corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE V

Additional Shares

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 pur 'ase 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

Existence

The Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

Principal Office

The street address of the principal office of the Corporation is 405 Central Avenue, Suite 201, St. Petersburg, Florida 33701 but the corporation shall have the power to establish Branch offices and other places of business at such other places within or without the state of Florida as may be determined by the Directors.

ARTICLE VIII

Board of Directors

A. Initial Board of Directors. The name and address of the initial director of the Corporation is John W. Herbert, Jr., whose address is 405 Central Avenue, Suite 201, St. Petersburg, Florida 33701

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the Bylaws. The exact number of directors may be fixed by the Bylaws or by the shareholders. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. Each initial member of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until his successor is duly elected and qualified.

C. <u>Powers and Duties</u>. Included among the powers and duties of the Board of Directors are the following:

(1) electing the officers of the Corporation;

(2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;

(3) determining the compensation of the officers, including those who may also be directors; and

(4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the Bylaws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an executive committee.

ARTICLE IX

Officers

A. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. All officers shall have such rank, tenure of office, powers, and duties as may be prescribed by the Bylaws or the Directors by appropriate resolution.

C. The name and office of each of the initial officer, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

John W. Herbert, Jr. President/Treasurer/Secretary

ARTICLE X

Incorporator

The name and street address of the incorporator signing these Articles is:

John W. Herbert, Jr.
405 Central Avenue
Suite 201
St. Petersburg, FL 33701

ARTICLE XI

Initial Registered Office and Registered Agent

The name and address of the initial registered agent and registered office of this corporation is Thomas K. Morrison, Esquire, Morrison, Morrison & Mills, P.A., 1200 West Platt Street, Tampa, Florida 33606.

ARTICLE XII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Shareholders.

ARTICLE XIII

Amendments

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of shareholders for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of shareholders of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of June, 1996.

John W. Herbert, Jr.
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of June, 1996, by John W. Herbert, Jr., who is personally known to me or who has produced identification and who did take an oath.

WITNESS my hand and official seal this 21 day of June, 1996.

Tracey Jaensch
NOTARY PUBLIC, STATE OF FLORIDA

SEAL

Tracey Jaensch
(Print Name)
My Commission Expires:

TRACEY J. [illegible]
MY COMMISSION # CC [illegible]
EXPIRES: October [illegible], [illegible]
Bonded Thru Notary Public Underwriters

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

That Commercial Capital Solutions, Inc. qualified under the laws of the State of Florida, with its principal place of business in the City of St. Petersburg, State of Florida, has named Thomas K. Morrison, Esquire, Morrison, Morrison & Mills, P.A., 1200 West Platt Street, Tampa, Florida 33606, as its agent to accept service of process within Florida.

COMMERCIAL CAPITAL SOLUTIONS, INC.

By: ______________________

John W. Herbert, Jr., Incorporator

DATE: 9/21/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 28 AM 10: 33

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

____

Thomas K. Morrison

DATE: 6/21/96

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this __ day of ________________, 1996, by Thomas K. Morrison, Esq., who is personally known to me or who has produced identification and who did take an oath.

WITNESS my hand and official seal this 21 day of June, 1996.

SEAL

NOTARY PUBLIC, STATE OF FLORIDA

Tracey Jaensch

(Print Name)

My Commission Expires:

TRACEY JAENSCH
MY COMMISSION # CC [illegible]
EXPIRES: October [illegible], [illegible]
Bonded Thru Notary Public Underwriters