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Jeanette J. Secor, P.A.
Attorney At Law

July 11, 1996

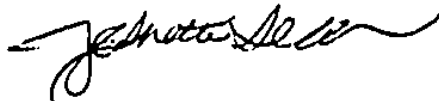
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Department Representative;

Please accept this application for Corporate Service. If there are other pieces of information that are necessary for the incorporation to be filed, please address all requests and inquiries to my office.

Sincerely,



Jeanette J. Secor
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BUCCANEER MORTGAGE AND INVESTMENT CORPORATION

WE, THE UNDERSIGNED, natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation

ARTICLE I
NAME

The name of the corporation shall be:

Buccaneer Mortgage and Investment Corporation.

ARTICLE II
DURATION OF CORPORATION

The corporation is to have perpetual existence.

ARTICLE III
GENERAL PURPOSES

- A. To acquire or merge into existing business.
- B. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise operate real and personal property of all kinds and interests therein.
- C. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of this corporation, and the purposes and powers therein specified shall not be limited or restricted by the terms of this Article or any article hereof.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares, at one dollar (\$1.00) par value. All stock of the corporation shall be of the same class, and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call or assessment.

ARTICLE V
PREEMPTIVE RIGHTS AND NONCUMULATIVE VOTING

Shareholders shall have preemptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, shareholders entitled to vote at such election shall have no right to accumulate their votes; rather, each shareholder shall have as many votes as the number of such shareholder's shares.

ARTICLE VI
COMMENCING BUSINESS

This corporation will not commence business until at least \$100.00 in cash or property has been received by it as consideration of the issuance of its shares.

ARTICLE VII
REGISTERED OFFICE, PRINCIPAL, AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Michael Craig
1507 4th Street North
St. Petersburg, FL 33704

ARTICLE VIII
DIRECTOR

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1). The name and address of the individual who is to serve as Director until their successor is elected and qualify is:

Michael Craig
1507 4th Street North
St. Petersburg, FL 33704

ARTICLE IX
INCORPORATOR

The name and the address of the Incorporator is:

Michael Craig
1507 4th Street North
St. Petersburg, FL 33704

ARTICLE X
NON-ASSESSABILITY

Shares of this Corporation shall not be subject to assessment for payment of the debts of the Corporation.

ARTICLE XI
EXEMPTION FROM CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

ARTICLE XII
DIRECTOR'S CONTRACTS

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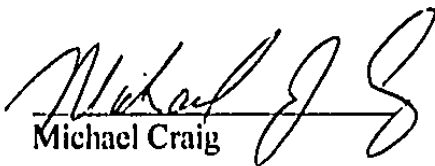
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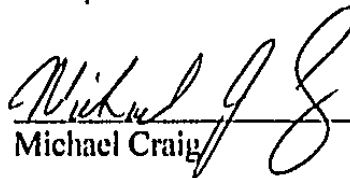
Before assuming the office of Director or other officer of this corporation, each person assuming such office shall disclose any pecuniary interests he or she has with any other business or corporation. Also, while holding such office, disclosures shall be made of any new and pending contracts with any business or corporation such person has.

DATED this 11 day of July, 1996

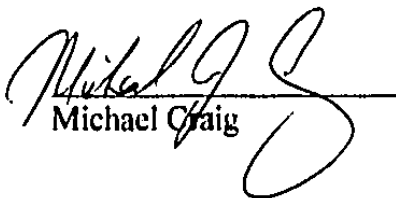
Registered Agent:

Incorporator:


Michael Craig


Michael Craig

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Michael Craig