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TALLAHASSEE, FLORIDA

August 9, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee FL 32314

Attention: New Corporations

1100001919371
-08/13/96--010006--013
*****78.75 *****78.75

Re: Premier Mortgage, Inc.

Enclosed for filing please find the original and one copy of the Articles of Incorporation of Premier Mortgage, Inc., along with a check in the amount of \$78.75 (\$35.00 for filing fees, \$35.00 for Registered Agent designation and \$8.75 for Certificate of Status.

Please contact me or my assistant, Jan Fleming, at the address below if anything further is required.

Thank you.

Sincerely,

Janice K. Fleming

for Douglas W. Carnes

725 Ranch Road
Tarpons Springs FL 34689
(813)938-6556 or (813)538-3800 (Ask for Jan Fleming)

JK
8-15-96

ARTICLES OF INCORPORATION
OF
PREMIER MORTGAGE, INC.

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ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Premier Mortgage, Inc., and the principal address is 725 Ranch Road, Tarpon Springs, Florida 34689.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 725 Ranch Road, in the City of Tarpon Springs, County of Pinellas, Florida 34689. The name of its registered agent at such address is Douglas W. Carnes.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is One Hundred Thousand (100,000) and the par value of each of such shares is One Cent (\$.01) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
DOUGLAS W. CARNES	725 Ranch Road Tarpon Springs FL 34689
Bradley P. Carnes	2146 Tarpon Landings Tarpon Springs FL 34689

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII INCORPORATOR

The incorporator is Douglas W. Carnes, whose mailing address is 725 Ranch Road, Tarpon Springs FL 34689.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 8th day of August, 1996.

By: Douglas W. Carnes
Douglas W. Carnes
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as
Registered Agent.

By: Douglas W. Carnes
Douglas W. Carnes
Registered Agent