

B.J. REEVES
ATTORNEY AT LAW
269 N. UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024

BROWARD: (954) 963-0530
DADE: (305) 620-4014
FAX: 963-0573

P960000090979

10/30/96

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001994828--2
-11/04/96--01026--002
*****70.00 *****70.00

Re: Articles of Incorporation
All Keys Mortgage, Inc.

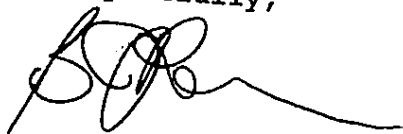
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation,
Designation of Registered Agent form and filing fee for the
referenced corporation. Pursuant to Fl Statutes Sec 607.0203,
please see that the Articles are filed utilizing an effective
date 5 days prior to filing.

Please forward the proof of filing to me at your earliest
convenience.

Thank you very much for your prompt assistance.

Respectfully,



B.J. Reeves

Enclosures

BJR/tsr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV - 1 AM 11:28

g 11/6/96

**ARTICLES OF INCORPORATION
OF
ALL KEYS MORTGAGE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV -1 AM 11:20

ARTICLE I: The name of the corporation shall be:

ALL KEYS MORTGAGE, INC.

ARTICLE II: The principal place of business and mailing address of the corporation shall be:

24 Sunset Road
Key Largo, Florida 33037

ARTICLE III: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV: The name and address of the registered agent is:

Monica Moore
24 Sunset Road
Key Largo, Florida 33037
(305) 852-9488

ARTICLE V: The incorporator is:

Monica Moore
P.O. Box 2972
Key Largo, Florida 33037

The undersigned incorporator has executed these Articles of Incorporation this 30th Oct., 1995.


Monica Moore

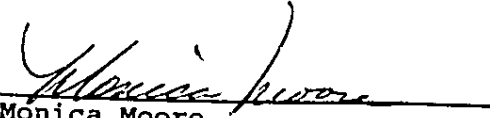
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -1 AM 11:28

1. The name of the corporation is:
ALL KEYS MORTGAGE, INC.
2. The name and address of the registered agent and office
is:

Monica Moore
24 Sunset Road
Key Largo, Florida 33037

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Monica Moore

10/30/96
Date