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November 15, 1996

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Millennium Mortgage Corp

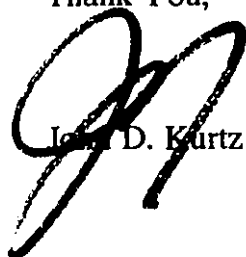
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Gentlemen:

Please find enclosed the original and duplicate copy of the Articles of Incorporation for the proposed corporation. The duplicate has been subscribed and acknowledged in the same manner as the original. Please endorse the your approval of the Articles of Incorporation on the duplicate copy, certify it and return it to the undersigned.

I have also enclosed a check to the in the sum of \$122.50 to cover the filing fees.

Thank You,


John D. Kurtz

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**ARTICLES OF INCORPORATION
OF
MILLENNIUM MORTGAGE CORPORATION**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I: NAME & MAILING ADDRESS

The name of this corporation is: Millennium Mortgage Corporation, and the mailing address is 1690 Farmington Circle, Wellington, Florida 33414

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: any business activity permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of One (\$1.00) Dollar.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V: REGISTERED AGENT & OFFICE

The street address of the registered agent of this corporation in the State of Florida is: 1690 Farmington Circle, Wellington, Florida 33414 Florida. The registered agent is James Read.

ARTICLE VI: DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than two directors.

ARTICLE VII: INITIAL DIRECTORS

The names and addresses of the members of the first board of directors are:

NAME:

ADDRESS:

James Read
Christopher Kroha

1690 Farmington Circle, Wellington, Florida 33414
1690 Farmington Circle, Wellington, Florida 33414

ARTICLE VIII: INCORPORATORS

The names and addresses of the Incorporators of this Corporation and subscribers to these Articles of Incorporation are:

NAME:

ADDRESS:

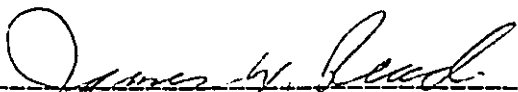
James Read
Christopher Kroha

1690 Farmington Circle, Wellington, Florida 33414
1690 Farmington Circle, Wellington, Florida 33414


ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

13th In Witness Whereof, we have made and subscribed these Articles of Incorporation this 13th day of November, 1996.



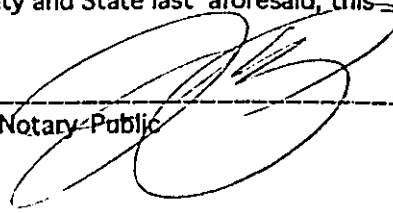
Incorporator and Registered Agent.
I am familiar with and accept the duties
and responsibilities as registered agent
for the said corporation.



Incorporator

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, that the foregoing instrument was acknowledged by James Read and Christopher Kroha who are personally known to me or who produced

N/A as identification and who did (did not) take an oath.
Witness my hand and official seal in the County and State last aforesaid, this 13th day of November, 1996.



Notary Public

JOHN D. KURTZ
Notary Public, State of Florida
My Commission Expires Nov. 8, 1997
Commission No. AA 722687