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417 E. Virginia St., Suite 1, Taliahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Taliahassee, FL 32302 TOLL FREB No. 1-800-342-8062 FAY (904) 227-1222

11-2529-7 PONDER'S INC., THOMASVELE, GA.

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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DAYE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

CREATIVE MORTGAGES, INC.

The undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Creative Mortgages, Inc..

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 100 shares of common stock having no par value.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 522 12th Street West. Bradenton Florida 34205, and the initial registered agent at such address will be E. Blake Melhuish. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is E. Blake Melhuish, 522 12th Street West, Bradenton, Florida 34205.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have One (1) director(s) initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are:

Name

Addrese

E. Blake Melhuish

522 12th Street West Bradenton, Florida 34205

ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights

and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

E. Blake Melhuish

STATE OF FLORIDA

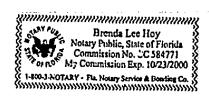
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared E. Blake Melhuish, personally known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes and uses therein set forth and who did not take an oath.

SWORN TO AND SUBSCRIBED before me this the ____ day of December, 1996.

My Commission Expires:

Printed Name of Notary
Commission No.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT

following is submitted in compliance with said Act:

Creative Mortgages, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 522 12th Street West, Bradenton Florida, 34205, with E. Blake Melhuish as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

> E. Blake Melhuish Registered Agent

DATED this the

/3/1/ day of December, 1996.