

897000008682

CitiWest Mortgage Corp.
5537 Sheldon Road, Suite L
Tampa, Florida 33615
January 20, 1997

Department of State
Bureau of Corporate Records
The Capitol
Tallahassee, Florida 32304

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-01/23/97--01082--001
***122.50 ***122.50

Gentlemen:

I am enclosing the original and one copy of the proposed Articles of Incorporation for CitiWest Mortgage Corp.

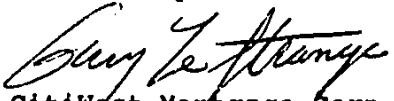
Please approve and file the original and certify the copy for me. Included within the aforementioned Articles is the designation of its initial resident agent's office and the name of its initial resident agent.

Enclosed also is a check for \$122.50 for incorporating charges, as follows:

Filing fee	\$35.00
Certified copy	52.50
Resident agent	35.00

Thank you for your assistance in connection with this matter. Please let me know if anything further is required.

Yours truly,


CitiWest Mortgage Corp.
Gary LeStrange
President

FILED
97 JAN 23 PM 12:17
TALLAHASSEE, FLORIDA
DEPT. OF STATE

1/29/97
17

ARTICLES OF INCORPORATION
OF
CITIWEST MORTGAGE CORP.

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation of rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I NAME

The name of the corporation shall be:

CITIWEST MORTGAGE CORP.

and its principal place of business shall be in Hillsborough County, Florida, with the right to change and move said principal place of business within the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE

The corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V CAPITAL

The amount of capital with which the corporation will begin business shall be \$500.00.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5537 Sheldon Rd., Suite L, Tampa Florida, 33615. The name of the initial registered agent of this corporation at that address is Gary LeStrange.

ARTICLE VII

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Directors is:

Gary LeStrange, 5537 Sheldon Rd., Suite L, Tampa, Florida
33615.

ARTICLE IX INCORPORATORS

The name and address of the initial subscriber signing these articles is:

Gary LeStrange, 5537 Sheldon Rd., Suite L, Tampa, Florida
33615.

ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock in this corporation shall be issued initially to the following person in the amount set opposite his name:

Gary LeStrange	500 shares
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Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation. The prices and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII ADOPTION OF BY-LAWS

A special meeting of the subscriber or his assigns shall be held upon the call of the president for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transactions of such other business as may come before the meeting.

ARTICLE XIII CORPORATE OFFICE

The corporate office shall be located at 5537 Sheldon Road, Suite L, Tampa, Florida 33615.

ARTICLE XIV TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my
name and affixed my seal to these Articles of Incorporation
on this 20th day of JANUARY, 1997.



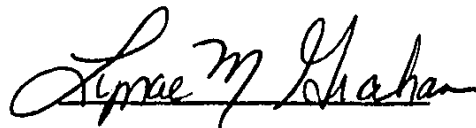
Gary LeStrange
President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE me, personally appeared Gary LeStrange
who being first duly sworn, deposes, and says that he
is the individual described in and who executed the fore-
going Articles of Incorporation and acknowledge before me
that he executed the same for the purpose herein expressed.

WITNESS my hand and official seal in the County and
State name above this 20th day of JANUARY 1997.



Notary Public
State of Florida

My Commission Expires:



LYNAE M GRAHAM
My Commission CC503320
Expires Oct. 18, 1999

CERTIFIED DESIGNATED PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESSING MAY BE SERVED


Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted.

First, CitiWest Mortgage Corp.
desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of
Incorporation at Tampa, County of Hillsborough, State of
Florida has named Gary LeStrange as its agent to accept
of process in the State.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for
the above stated corporation, at a place designated in this
certificate, I hereby accept and act in this capacity, and
agree to comply with the provisions of Chapter 48.091
relative to keeping open said office.


Gary LeStrange