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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 288705 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 288705-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Lisa Johnson
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: HEAD MORTGAGE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

SEARCHED INDEXED
SERIALIZED FILED
MAR 11 1997
FBI - TAMPA

FILE
TALAMASSO, MARIA

97 MAR 11 PM 2:55

FILED

DIVISION OF CORPORATION

97 MAR 11 AM 10:50

RECEIVED

K.R. MAR 11 1997

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HEAD MORTGAGE CORPORATION**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be HEAD MORTGAGE CORPORATION. The address of the principal office of this corporation shall be 9952 N.W. 19th Street, Coral Springs, Florida 33071.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of HEAD MORTGAGE CORPORATION shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which HEAD MORTGAGE CORPORATION is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of HEAD MORTGAGE CORPORATION, be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which HEAD MORTGAGE CORPORATION is authorized to issue is 7,500. Such shares shall be common stock of a single class and

have a par value of one dollar (\$1.00) per share.

**ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND AGENT**

The street address of the initial principal and registered office of HEAD MORTGAGE CORPORATION is 9952 N.W. 19th Street, Coral Springs, Florida 33071 and the name of its initial Registered Agent at such address is EDWARD J. MANGAN.

**ARTICLE VI
OFFICERS AND DIRECTORS**

The number of Directors of HEAD MORTGAGE CORPORATION shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of HEAD MORTGAGE CORPORATION is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of HEAD MORTGAGE CORPORATION are as follows:

EDWARD J. MANGAN	Director/President
P.O. Box 823	Secretary/Treasurer
Pompano Beach, FL 33061-0823	

**ARTICLE VII
INCORPORATOR**

The Incorporator of HEAD MORTGAGE CORPORATION is EDWARD J. MANGAN, whose address is 9952 N.W. 19th Street, Coral Springs, Florida 33071.

**ARTICLE VIII
CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

**ARTICLE IX
PREEMPTIVE RIGHTS**

Each shareholder of HEAD MORTGAGE CORPORATION shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of HEAD MORTGAGE

CORPORATION convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of HEAD MORTGAGE CORPORATION, shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of HEAD MORTGAGE CORPORATION with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of HEAD MORTGAGE CORPORATION, or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of HEAD MORTGAGE CORPORATION and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of HEAD MORTGAGE CORPORATION. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in HEAD MORTGAGE CORPORATION, and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of HEAD MORTGAGE CORPORATION or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of HEAD MORTGAGE CORPORATION and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in HEAD MORTGAGE CORPORATION

E. The right and power of HEAD MORTGAGE CORPORATION or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. HEAD MORTGAGE CORPORATION is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

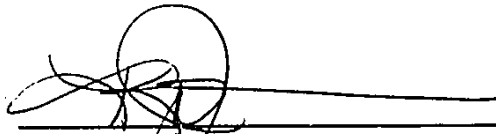
EXECUTED by the undersigned Incorporator on this 10 day of March, 1997.


EDWARD J. MANGAN

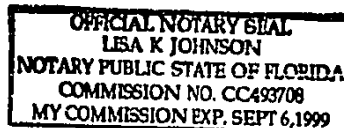
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared EDWARD J. MANGAN, to me well known or who produced his personally known as identification and known to me to be the Incorporator of HEAD MORTGAGE CORPORATION, and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 10 day of March, 1997.


Notary Public

My Commission Expires:



I, EDWARD J. MANGAN, having been appointed Registered Agent of HEAD MORTGAGE CORPORATION, do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 10 day of March, 1997.


EDWARD J. MANGAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA