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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIGUEZ~~ *Luis*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: SEAPORT MORTGAGE, INC.

AUDIT NUMBER.....H97000005336

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Seaport Mortgage, Inc.

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Article II. Address

The mailing address of the Corporation is:
Seaport Mortgage, Inc.
Anglers Plaza
870 Bald Eagle, Suite B5
Marco Island FL 33937

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Fernando Garcia, Esq.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Gregory J. Nichols

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Fernando Garcia | FL Bar Member 70017
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

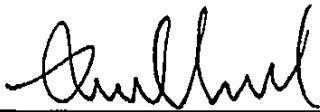
The name and address of the incorporator is:

Fernando Garcia
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 1, 1997

The undersigned incorporator executed these Articles of Incorporation on April 1, 1997



FERNANDO GARCIA
by L.A. Uriarte as attorney-in-fact

Fernando Garcia | FL Bar Member 70017
Law Office of Fernando Garcia
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:


Seaport Mortgage, Inc.

REGISTERED AGENT/OFFICE:

Fernando Garcia, Esq.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FERNANDO GARCIA, ESQ.
Luis A. Uriarte, Vice President

Date: 4/1/97

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