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ACCOUNT NO. : 072100000032

REFERENCE : 330841 81528A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 1997

ORDER TIME : 9:37 AM

ORDER NO. : 330841-005

CUSTOMER NO: 81528A

400002143574--4

CUSTOMER: Ms. Linda Whigham
KENNETH F. OSWALD, ESQ

Suite 110
600 Courtland Street
Orlando, FL 32804

DOMESTIC FILING

NAME: SPRUCE CREEK MORTGAGE, INC.

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: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 APR 15 AM 11:59
TALLAHASSEE
FLORIDA
RECEIVED

RECEIVED
97 APR 15 AM 10:59
DIVISION OF CORPORATION

84 APR 15 1997

ARTICLES OF INCORPORATION
OF
SPRUCE CREEK MORTGAGE, INC.

FILED
97 APR 15 AM 11:59
CLERK OF CIRCUIT COURT
JULIA E. HARRIS, CLERK
TALLAHASSEE, FLORIDA

We, the undersigned, being natural persons of legal age do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be SPRUCE CREEK MORTGAGE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To do everything suitable, proper and necessary to carry on the business of a mortgage broker/banker or financial agent in all transactions relating to the sale, solicitation, purchase, acquisition, transfer and funding or exchange of every description of mortgage commitment, mortgages, deeds of trusts or other evidences of indebtedness regarding all manner of security on both real and personal property and all transactions and negotiations on commissions or otherwise relating to such business; to advance or negotiate the advance of money at interest on mortgage or deeds of trust or otherwise; to generally carry on the business of a mortgage broker, financial advisor or agent in all its branches.

To buy, sell, exchange, and generally deal in real property, improved and unimproved of every class and description;

and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or disposing of the same, involving real property of every kind and description; to rent or lease, office buildings, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever, and in connection therewith to enter into contracts with rental or leasing agents.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 17585 S.E. 102nd Avenue, Summerfield, Florida 34491.

ARTICLE VII

INITIAL DIRECTORS

This corporation shall have not less than one (1) nor more than five (5) directors. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The names and street addresses of the Directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

Harvey D. Erp
17585 S.E. 102nd Avenue
Summerfield, Florida 34491

Jay A. Thompson
17585 S.E. 102nd Avenue
Summerfield, Florida 34491

ARTICLE VIII

SUBSCRIBERS

The names and street addresses of the Subscribers to these Articles of Incorporation are as follows:

Harvey D. Erp
17585 S.E. 102nd Avenue
Summerfield, Florida 34491

ARTICLE IX

REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Kenneth F. Oswald, Suite 110, 600 Courtland Street, Orlando, Florida 32804, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this state.

ARTICLE X

INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by

ARTICLE XII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set our hands and seals this 8 day of April, 1997.



HARVEY D. ERP

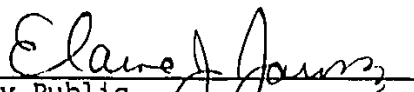


JAY A. THOMPSON

STATE OF Florida
COUNTY OF WALTON

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HARVEY D. ERP and JAY A. THOMPSON, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

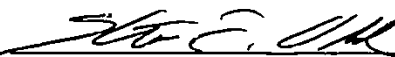
WITNESS our hands and official seals this 8 day of April, 1997.



Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



KENNETH F. OSWALD
Registered Agent

FILED
97 APR 15 11:59
SEC. OF STATE
TALLAHASSEE, FLORIDA