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TRANSMITTAL LETTER

FILED

97 MAY -9 PM 2:19

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800002172678--3

-05/09/97--01033--007

*****78.75 *****78.75

SUBJECT: B.A. MORTGAGE CO., INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: BENGT S. BJORSVIK
Name (printed or typed)

11490 N.W. 123RD STREET
Address

CORAL SPRINGS, FL. 33065
City, State & Zip

(954) 755-2946
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

QK 5-13-97

ARTICLES OF INCORPORATION
OF
BA MORTGAGE COMPANY, INC.

FILED
97 MAY -9 AM 8:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is BA Mortgage Company, Inc. The address of the corporation is: 2300 N. E. 5th Avneue, Boca Raton, Florida 33431

ARTICLE TWO

The corporation shall have perpetual duration.

ARTICLE THREE

The corporation is organized pursuant to the provisions of the Florida Business Corporation Code.

ARTICLE FOUR

The corporation is organized as a corporation for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Florida, including, but not limited to the purchase, sale, trading, financing and development of real and personal properties for profit, and the corporation shall be authorized in connection therewith to carry on any lawful business.

ARTICLE FIVE

The corporation shall have the authority to issue no more than 100,000 shares of capital stock at no par value.

ARTICLE SIX

The corporation shall not commence business until it shall have received not less than FIVE HUNDRED and no/100 (\$500.00) DOLLARS in payment for the issuance shares of stock.

ARTICLE SEVEN

The initial registered office of the corporation shall be at 2300 N.E. 5th Avenue, Boca Raton, Florida 33431.

The initial registered agent of the corporation shall be Arthur W. Keefe, whose address is 2300 N.E. 5th Avenue, Boca Raton, Florida 33431.

ARTICLE EIGHT

The initial BOARD OF DIRECTORS shall consist of two members, who shall be:

Arthur W. Keefe
2300 N. E. 5th Avenue
Boca Raton, Florida 33431

Bengy S. Bjorsvik
11490 N. W. 123 rd. Street
Coral Springs, Florida 33065

ARTICLE NINE

The name and the address of the incorporator is Arthur W. Keefe.

The undersigned hereby executes the ARTICLE OF INCORPORATION,

this 6 day of MAY, 1997.

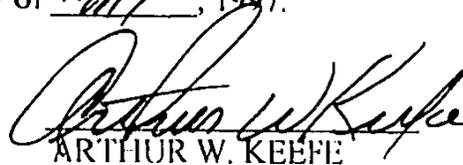

ARTHUR W. KEEFE

CONSENT OF APPOINTMENT OF REGISTERED AGENT

To: Sandra B. Mortham
Secretary of State
Corporation Commissioner
State of Florida

I, ARTHUR W. KEEFE, do hereby consent to serve as Registered
Agent for the corporation BA MORTGAGE COMPANY, INC.

This 6 day of MAY, 1997.


ARTHUR W. KEEFE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 MAY -9 PM 2: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

B.A. MORTGAGE COMPANY, INC.

2. The name and address of the registered agent and office is:

ARTHUR KEEFE

(NAME)

2300 N.E. 5TH AVE.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOCA RATON, FL. 33431

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Arthur W. Keefe
(SIGNATURE)

MAY 6, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314