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**VOLUSIA CAPITAL
MORTGAGE COMPANY**

TALLAHASSEE, FLORIDA

813 Deltona Boulevard, Suite C, Deltona, FL 32725
PHONE: (407) 860-3060 TOLL FREE: 800-664-3060 FAX: (407) 860-0807

May 20, 1997

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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

RE: Volusia Capital Mortgage Company

Dear Madam or Sir:

I have enclosed with this letter for filing with the Secretary of State, articles of incorporation for Volusia Capital Mortgage Company, together with a check in the amount of \$78.75, representing \$35.00 filing fee, \$35.00 Registered Agent fee and \$8.75 for a certificate fee.

Please return the certificate to the undersigned at the address given above as soon as possible.

Thank you for your assistance in this matter.

Sincerely,

Joe Haas

PH
5/22/97



VOLUSIA CAPITAL

MORTGAGE COMPANY

813 Deltona Boulevard, Suite C, Deltona, FL 32725

PHONE: (407) 860-3060 TOLL FREE: 800-664-3060 FAX: (407) 860-0807

May 21, 1997

Pam Hall
Secretary of State - Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Fees for Volusia Capital Mortgage Company

Dear Pam:

I have enclosed the required funds to complete the application process for the incorporation of Volusia Capital Mortgage Company. The application was mailed without the check enclosed and according to our conversation today, I have sent the amount necessary. If you have any questions, please contact me at (407) 860-3060. Thank you for your assistance with this matter.

Sincerely,

Allison L. Bartlett

ARTICLES OF INCORPORATION
OF
VOLUSIA CAPITAL MORTGAGE COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Volusia Capital Mortgage Company

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 813 Deltona Blvd. Suite C, Deltona, Florida 32725, the principal address and the registered office address are the same. The name of the initial registered agent of this Corporation at that address is Joe Haas.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Name

Address

Joe Haas

813 Deltona Blvd, Suite C
Deltona, FL 32725

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party of parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation, is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation, for the benefit of himself or any firm, association or corporation which he may be interested. Any director of this Corporation may vote upon and contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

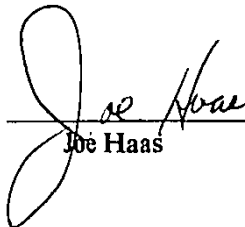
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR

The Name and Address of the person signing these articles is:

Joe Haas
813 Deltona Blvd, Suite C
Deltona, FL 32725

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 20th day of MAY, 1997.

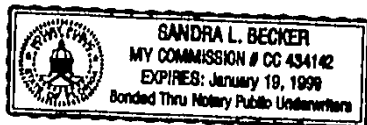



Joe Haas

State of Florida)
) SS.
County of Volusia)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Joe Haas, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of May, 1997.





Notary Public

My commission expires: January 19, 1999

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

VOLUSIA CAPITAL MORTGAGE COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at Deltona, County of Volusia, State of Florida has named JOE HAAS, located at 813 Deltona Blvd, Suite C, Deltona, FL 32725, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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



Registered Agent



Date

May 20, 1997