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MICHAEL L. BREWER

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June 11, 1997

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*****122.50 *****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: POST MORTGAGE CORPORATION

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is check number 6218 made payable to the Secretary of State in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) for the following:

- | | |
|--|----------|
| 1. Filing Fee | \$ 35.00 |
| 2. Certificate of Registered Agent | \$ 35.00 |
| 3. Certified copy of Corporate Charter | \$ 52.50 |

Total \$122.50

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Should you have any questions, please feel free to call.

Sincerely,

Michael L. Brewer
Michael L. Brewer, Esq.

MLB/cg
Enclosures

*Call Cindy
Was given auth by
phone to correct the
Name 6-17-97
DNC*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:00

*6-13-97
105*

ARTICLES OF INCORPORATION
OF
POST MORTGAGE CORPORATION

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:04

ARTICLE I - NAME

The name of this corporation is POST MORTGAGE CORPORATION

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of buying, selling, or trading mortgages and transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE, AGENT
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 2601 North Peninsula Avenue, New Smyrna Beach, Florida 32169, and the name of the initial registered agent of this corporation at that address is LONNIE GRIFFIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the members of the initial Board of Directors of this corporation are:

NAME

ADDRESS

LONNIE GRIFFIN

2601 North Peninsula Avenue
New Smyrna Beach, FL 32169

BRYCE D. DANCER

3037 N.W. 63rd Street, Suite 250
Oklahoma City, OK 73116

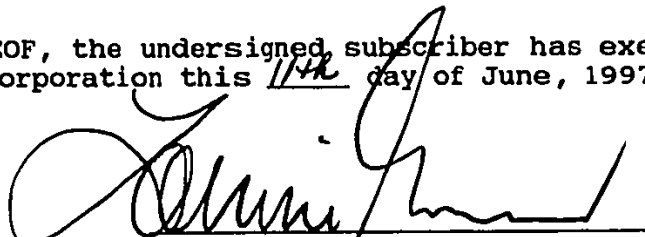
ARTICLE IX INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of June, 1997.


LONNIE GRIFFIN

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11th day of June, 1997, by LONNIE GRIFFIN, who is personally known to me ~~or who has produced~~ _____ as identification.

 (SEAL)
Printed Name: Cynthia H. Garn
Notary Public
Commission # CC344401
My commission expires: 2/2/98



CYNTHIA A. GARN
MY COMMISSION # CC344401 EXPIRES
February 2, 1998
BONDED TWO THOUSAND DOLLARS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:00

CERTIFICATE DESIGNATING (OR CHANGING) 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:

First -- POST MORTGAGE CORPORATION desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation at City of New Smyrna
Beach, County of Volusia, State of Florida, has named LONNIE
GRIFFIN, located at 2601 North Peninsula Avenue, City of New Smyrna
Beach, County of Volusia, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 

LONNIE GRIFFIN

Filing Fee \$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 3:01