



THE UNITED STATES
CORPORATION
COMPANY

P97000057265

ACCOUNT NO. : 072100000032

REFERENCE : 445840 4801730

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 122.50

ORDER DATE : June 27, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 445840-005

CUSTOMER NO: 4801730

CUSTOMER: Carol A. Goodman, Legal Asst
ROBINSON, SILVERMAN, PEARCE,
ARONSOHN & BERMAN
1290 Avenue Of The Americas

New York, NY 10104

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DOMESTIC FILING

NAME: W.E. FOX MORTGAGE GP CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

SN JUN 30 1997

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ARTICLES OF INCORPORATION

OF

W.E. FOX MORTGAGE GP CORP.

ALL FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter, the "Corporation") is W.E. Fox Mortgage GP Corp.

SECOND: The street address of the principal office of the Corporation is 271 Aqua Court, Naples, Florida 33940.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each, are of the same class and are to be common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Carol A. Goodman	c/o Robinson Silverman Pearce Aronsohn & Berman LLP 1290 Avenue of the Americas New York, New York 10104

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the

purchase of any shares, bonds, securities, or obligations of the Corporation, which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, are as follows:

To have all of the power conferred upon corporations organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 26, 1997

Carol A. Goodman
Carol A. Goodman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: _____

Name:

Title:

Vicki Schreiber
VICKI SCHREIBER
ASSISTANT VICE PRESIDENT

Date: