

**CORPORATE
ACCESS,**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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1.) *Capital Financial Services, Inc.*
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SPECIAL INSTRUCTIONS

1097-15991
K.R. JUL 10 1997

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EFFECTIVE DATE
7-8-97

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97 JUL 1 PM 1:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQUARE
TALLAHASSEE, FL 32303

SUBJECT: CAPITAL FINANCIAL SERVICES, INC.
Ref. Number: W97000015991

Corrected
7-10-97 NT
(U)

We have received your document for CAPITAL FINANCIAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00035633

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1997

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQUARE
TALLAHASSEE, FL 32303

SUBJECT: CAPITAL MORTGAGE SERVICES, INC
Ref. Number: W97000015991

We have received your document for CAPITAL MORTGAGE SERVICES, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 197A00035729

Corrected
7/11/97
[Signature]

ARTICLES OF INCORPORATION
OF
CIANO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be CIANO ENTERPRISES, INC.

ARTICLE II

The initial post office address of the principal office of the corporation in the State of Florida shall be 5480 Old Dixie Highway, Grant, Brevard County, Florida 32949. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be the purchasing and sale of mortgages encumbering property, real or personal, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The general powers that the corporation shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

B. To delegate power or powers where such is deemed in the interest of the corporation.

C. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

D. To pay taxes and other charges, if any, on or against property owned or accepted by the corporation.

E. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the

property rights or privileges of the association wherever situated.

F. In general, to have all powers conferred upon a corporation by the laws of Florida, except as prohibited herein.

ARTICLE V

The corporation shall have perpetual existence and its effective date is July 8, 1997.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1) and the Director's name and address is as follows: FRANK CIANO, 5480 Old Dixie Highway, Grant, Florida 32949.

ARTICLE VII

The name of the officer who shall serve until the first election at the first annual meeting is FRANK CIANO, 5480 Old Dixie Highway, Grant, Florida 32949.

ARTICLE VIII

The name and post office address of the incorporator of these Articles of Incorporation is FRANK CIANO, 5480 Old Dixie Highway, Grant, Florida 32949.

ARTICLE IX

The street address of the initial registered office of this corporation is 5480 Old Dixie Highway, Grant, Florida 32949, and the name of the initial registered agent for the corporation is

Craig M. Rappel, Esquire, whose address is 815 South Washington Avenue, Suite 201, Titusville, Brevard County, Florida 32780.

ARTICLE X

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

ARTICLE XI

Section 1. The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the corporation, in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment,

order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the corporation or procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to

indemnification for such expenses which such tribunal shall deem properly.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XII

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$10.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 9 day of July, 1997.

Signed, sealed and delivered
in our presence as witnesses:

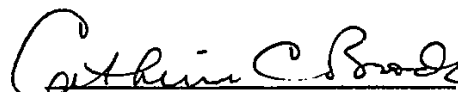
Dana M. Howard

Catherine C. Brock

Frank Ciano for
FRANK CIANO

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 9th day of July, 1997 by CRAIG M. RAPPEL, as attorney in fact for FRANK CIANO, who is personally known to me, or who produced the following as identification N/A, and who did take an oath.


Notary Public
State of Florida at Large

My Commission Expires:



CATHERINE C. BRYANT
MY COMMISSION # 00364417 EXPIRES
March 9, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 617.023, F.S.:

CIANO ENTERPRISES, INC. a corporation under the laws of the State of Florida with its principal office at: 5480 Old Dixie Highway, Grant, Brevard County, Florida 32949, has named Craig M. Rappel, Esquire, at 815 South Washington Avenue, Suite 201, Titusville, Brevard County, Florida 32780, as its agent to accept service of process within the state.

OFFICER AND DIRECTOR:

NAME & TITLE

ADDRESS

FRANK CIANO

5480 Old Dixie Highway
Grant, FL 32949



CRAIG M. RAPPEL
for FRANK CIANO
as attorney in fact

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.



CRAIG M. RAPPEL, ESQUIRE

FILED
JUL 11 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA