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August 22, 1997

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Ms. Jo Mynard, Supervisor
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Division of Corporations

Re: MELBOURNE MORTGAGE COMPANY

300002287243--3
-09/08/97--01119--009
****122.50 ****122.50

Dear Sir:

Please file the enclosed Articles of Incorporation for the referenced corporation and return a certified copy to this office.

A check is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Resident Agent Certificate	\$ 35.00
Certified Copy	\$ 52.50
TOTAL:	\$122.50

FILED
97 SEP -8 AM 10:44
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
9-3-97

Thank you for your attention to this matter.

Very truly yours,


James P. Beadle

SEP 11

BSB

JPB/clb
Enclosures

ARTICLES OF INCORPORATION
OF
MELBOURNE MORTGAGE COMPANY

FILED
97 SEP -8 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
9-3-97

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida and further agrees to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: MELBOURNE MORTGAGE COMPANY.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing five (5) business days prior to the filing of the Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 100 shares of common stock.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this corporation is: 625 East New Haven Avenue, P. O. Box 2542, Melbourne, Florida 32902-2542.

The name and address of the initial registered agent of this corporation is:

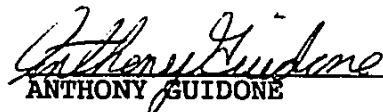
ANTHONY GUIDONE
625 E. New Haven Avenue
Melbourne, Florida 32901

ARTICLE VII

The name and address of the person signing these Articles of Incorporation are:

ANTHONY GUIDONE
625 E. New Haven Avenue
Melbourne, Florida 32901

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has executed the Articles of Incorporation, this 2nd day of September, 1997.


ANTHONY GUIDONE

I HEREBY ACCEPT the designation as Registered Agent of this corporation.


ANTHONY GUIDONE

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared the above signatory, personally known to me to be the person who executed the foregoing Articles of Incorporation or who has provided a driver's license as identification, and he acknowledged before me that he executed the Articles of Incorporation for the purposes therein expressed.

FILED
97 SEP -8 AM 10:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of September, 1997.

Claire J. Scott
Notary Public

My Commission Expires:



CLAIRE I. SCOTT
MY COMMISSION # CC407093 EXPIRES
September 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.