

ZELLER & KEIHNER, L.L.P.
ATTORNEYS AT LAW
411 SOUTH COUNTY ROAD, SUITE 200
FIRST UNION BANK BUILDING
PALM BEACH, FLORIDA 33480

Bruce W. Keihner, P.A.
Admitted in Florida and New York
Ronald J. Zeller, P.A.
Admitted in Florida and Michigan

Telephone: (561) 832-7720
Telefax: (561) 832-1492

P970000086253

October September 16, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

700002312097--8
-10/06/97--01023--013
***122.50 ***122.50

RE: Filing of Articles of Incorporation
Union Trust Mortgage Corporation

Gentlemen:

Enclosed please find one original and one photocopy of the Articles of Incorporation for the above matter for filing with the State of Florida. Enclosed also please find a check in the amount of \$122.50, which represents the filing fee of \$70.00, and \$52.50 for the cost of a certified copy of the Articles of Incorporation.

Thank you very much for your assistance in this matter.

Very truly yours,

M. Laari

Maria Laari
Paralegal

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT - 6 AM 9:26

25
10/7

ARTICLES OF INCORPORATION
OF
UNION TRUST MORTGAGE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 9:26

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be Union Trust Mortgage Corporation.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

(a) For mortgage lending, and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and

(b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1000 shares of \$0.01 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation, and street address of the initial registered office of this Corporation is 411 South County Road, Suite 200, Palm Beach, FL 33480, and the name of the initial registered agent of this Corporation at that address is Bruce W. Keihner.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Sohail Quraeshi
15555 Palm Beach Lakes Blvd.
Suite 1006
West Palm Beach, FL 33401

Richard J. Jump
15555 Palm Beach Lakes Blvd.
Suite 1006
West Palm Beach, FL 33401

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any

firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Bruce W. Keihner, 411 South County Road, Suite 200, Palm Beach, FL 33480.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of October, 1997.


Bruce W. Keihner

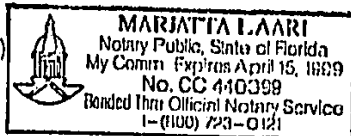
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bruce W. Keihner, personally known to me, or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3 day of October, 1997.

(SEAL)



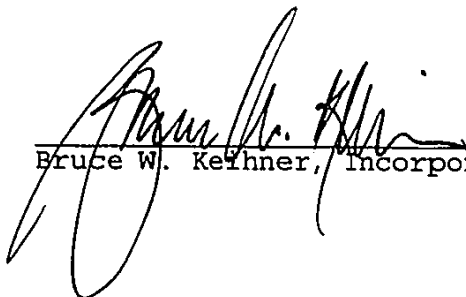
Mariatta Laari
Notary Public - Mariatta Laari
My Commission No.: CC 440398
My Commission Expires: 4-15-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 9:26

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

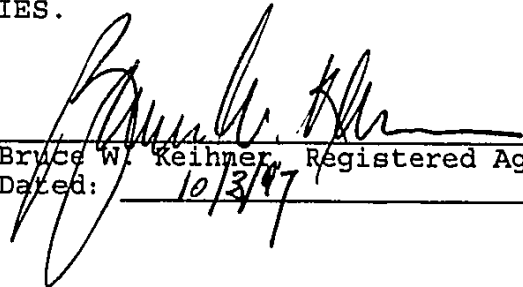
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT UNION TRUST MORTGAGE CORPORATION, DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA,
HAS NAMED BRUCE W. KEIHNER, LOCATED AT 411 SOUTH COUNTY ROAD, SUITE
200, PALM BEACH, FL 33480, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.



Bruce W. Keihner, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.



Bruce W. Keihner, Registered Agent
Dated: 10/3/97