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ACCOUNT NO. : 072100000032

REFERENCE : 581815 7138704

AUTHORIZATION : *Patricia Puglisi*

COST LIMIT : \$ 70.00 78.75

ORDER DATE : October 29, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 581815-005

CUSTOMER NO: 7138704

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CUSTOMER: Michael J. Guju, Esq.
MICHAEL J. GUJU, ESQ.

Suite 102
2470 U.s. 19 North
Clearwater, FL 33763

DOMESTIC FILING

NAME: E L B MORTGAGE CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
97 OCT 29 PM 12:12
RECEIVED
97 OCT 29 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

SN OCT 29 1997

Line 5x10

ARTICLES OF INCORPORATION

FILED

97 OCT 29 PM/2

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

E L B Mortgage Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10010 North Dale Mabry Hwy., Suite 100
Tampa, Florida 33624

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 common shares (no par)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael J. Guju
24701 U.S. Hwy. 19 North, Suite 102
Clearwater, Florida 34623

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Michael J. Guju
24701 U.S. Hwy. 19 North, Suite 102
Clearwater, Florida 34623

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28th day of October, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: E L B Mortgage Corporation

2. The name and address of the registered agent and office is:

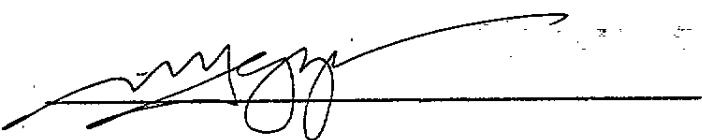
Michael J. Guju
(NAME)

24701 U.S. Hwy. 19 North, Suite 102
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Clearwater, Florida 34623
(CITY/STATE/ZIP)

FILED
91 OCT 29 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Oct 28, 1997

(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314