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November 3, 1997

Secretary of State
Capital Building
Tallahassee, Florida 32301

RE: Affordable Home Funding of Brandon, Inc.

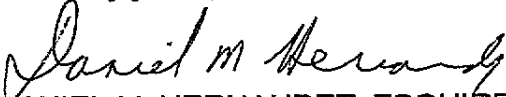
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-11/10/97--01176--021
***122.50 ***122.50

Dear Sir:

Please find enclosed a proposed Articles of Incorporation from Affordable Home Funding of Brandon, Inc. along with Designation of Resident Agent form. Also enclosed you will find a check in the amount of \$122.50 representing payment of the Charter Tax, filing fee, and registered agent fee, and the cost of returning to us a certified copy of the Articles of Incorporation.

If you have any questions regarding this matter or any other matter of mutual concern, please feel free to contact me.

Sincerely yours,


DANIEL M. HERNANDEZ, ESQUIRE

DMH/jav

Enclosure

FILED
97 NOV 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-13-97

ARTICLES OF INCORPORATION
OF
AFFORDABLE HOME FUNDING OF BRANDON, INC.

ARTICLE I
NAME

The name of this Corporation of AFFORDABLE HOME FUNDING OF BRANDON, INC. (Incorporation).

ARTICLE II
DURATION

This Corporation shall exist perpetually.

ARTICLE III
PURPOSES AND POWERS

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

ARTICLE IV
CAPITAL STOCK AND DIVIDENDS

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock. The capital stock of this Corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE V
NO CLASSES OF STOCK

The shares of common stock of this Corporation are not to be divided into classes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
NO SERIES OF STOCK

The share of common stock of this Corporation are not to be issued in series.

ARTICLE VII
INITIAL CORPORATION ADDRESS, REGISTERED OFFICE AND AGENT

The initial street address of this Corporation is 607 W. Robertson Street, Brandon, Florida 33511. The street address of the initial registered office of this corporation is 607 W. Robertson Street, Brandon, Florida 33511, and the name of the initial Registered Agent of this corporation at that address is NATHAN VACCARO.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the Bylaws. The name and address of the initial director of this Corporation are:

NATHAN VACCARO 607 W. Robertson Street
Brandon, Florida 33511

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NATHAN VACCARO 607 W. Robertson Street
Brandon, Florida 33511

ARTICLE X
BYLAWS

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

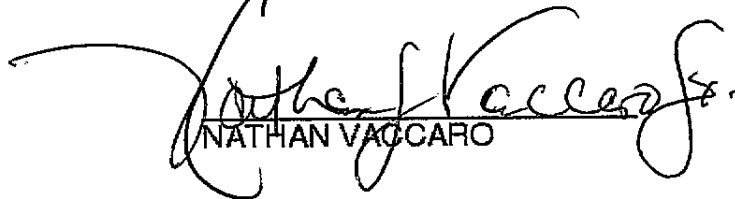
ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII
INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHERE OF, the above-named Incorporator has hereunto subscribed his name this 30 day of July, 1997.

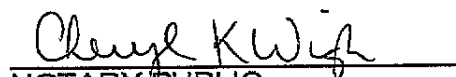

NATHAN VACCARO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned officer, this day personally appeared NATHAN VACCARO, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 30 day of July, 1997.

My Commission Expires:

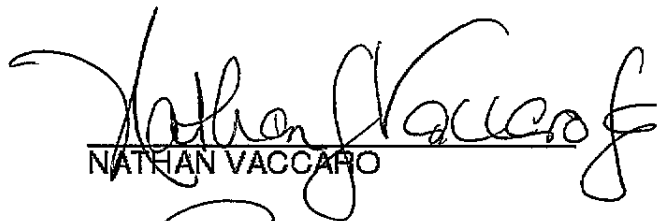

NOTARY PUBLIC
State of Florida at Large



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF THE PROCESS WITH
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 58.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

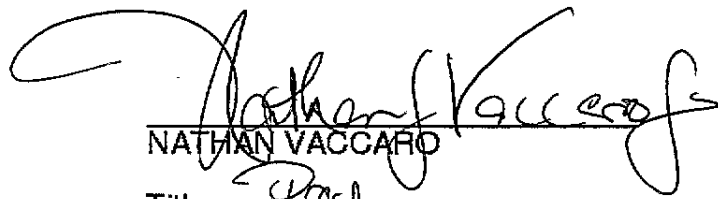
AFFORDABLE HOME FUNDING OF BRANDON, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA,
HAS NAMED NATHAN VACCARO, LOCATED 607 W. ROBERTSON STREET, CITY
OF BRANDON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICES OF
PROCESS WITH FLORIDA.


NATHAN VACCARO

Title: PRO.

Date: 7/30/97

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


NATHAN VACCARO

Title: PRO.

Date: 7/30/97

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97 NOV 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA