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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~JERRY S. WATKINS~~ *Greg*
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: ~~SOUTHEASTERN CORPORATION~~ *Southern Mortgage Associates, Corp.*
AUDIT NUMBER.....H97000018858
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES.....(4)
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Corp Name :

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Southland Mortgage Associates, Corp.

Article II. Address

The mailing address of the Corporation is:
Southland Mortgage Associates, Corp.
3087 N.W. 92 Avenue
Coral Springs FL 33065 Broward

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Sean William Monaco
3087 N.W. 92 Avenue
Coral Springs FL 33065

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Sean William Monaco

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

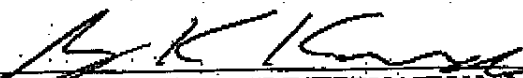
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street, 2nd Floor
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 19, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 19, 1997.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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97 TUE 04:43 PM AMERICAN INC.

FAX NO. 13024215753

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Southland Mortgage Associates, Corp.

REGISTERED AGENT/OFFICE:

Sean William Monaco
3087 N.W. 92 Avenue
Coral Springs FL 33065

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


SEAN WILLIAM MONACO

Date: November 14, 1997

American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
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