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Stephen L. Skipper  
Attorney at Law

December 17, 1997

Department of State  
Division of Corporations  
Initial Filing - Not For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

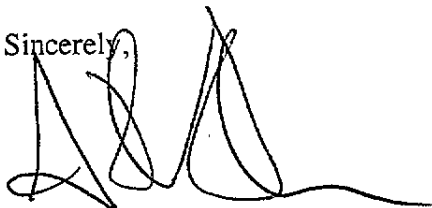
I am enclosing proposed Articles of Incorporation for filing. Also enclosed is an additional copy of the Articles which I would appreciate your certifying and returning to me.

Please find our check in the amount of \$<sup>70.00</sup>~~122.50~~ to cover the following items:

|                                   |                |
|-----------------------------------|----------------|
| Filing Fee .....                  | \$35.00        |
| Registered Agent Filing Fee ..... | <u>\$35.00</u> |
| Total .....                       | \$70.00        |

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Stephen L. Skipper

SLS/jcs

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-12/22/97--01154--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 DEC 22 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

197-609-191

6/3/98  
2/23/97

ARTICLES OF INCORPORATION  
OF

*Ultimate Mortgage & Financing, Inc.*

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the state of Florida.

*ARTICLE I - Name*

The name of the corporation is Ultimate Mortgage & Financing, Inc.

*ARTICLE II - Principal Office*

The principal office, and mailing address of the corporation is 2517 Rosedale Street, Orlando, FL 32803.

*ARTICLE III - Capital Stock*

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of Ten Cents (\$0.10) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

*ARTICLE IV - Preemptive Rights*

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

*ARTICLE V - Initial Registered Office and Agent*

The street address of the initial registered office of this corporation is 2517 Rosedale Street, Orlando, FL 32803, and the name of the initial registered agent of this corporation is Rolando D. Balleras.

*ARTICLE VI - Incorporator*

The name and street address of the Incorporator of the corporation is:

| <u>Name</u>         | <u>Address</u>                            |
|---------------------|---|
| Rolando D. Balleras | 2517 Rosedale Street<br>Orlando, FL 32803 |

*ARTICLE VII - Directors*

The corporation shall initially have one (1) director. The method of electing (eg., cumulative, non-cumulative), removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation. The names and street addresses of the initial directors who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified are:

| <u>Name</u>         | <u>Address</u>                            |
|---------------------|---|
| Rolando D. Balleras | 2517 Rosedale Street<br>Orlando, FL 32803 |

*ARTICLE VIII - General Purpose*

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.


*ARTICLE IX - Term of Existence*

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall have perpetual existence thereafter unless dissolved according to law.

*ARTICLE X - Amendment to Articles*

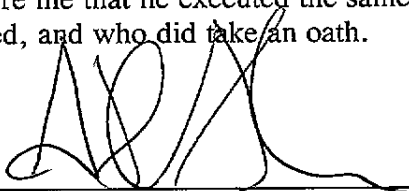
These Articles of incorporation may be amended in such manner as provided in the By-Laws of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 17th day of December, 1997.

  
\_\_\_\_\_  
Rolando D. Balleras

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this the 17th day of December, 1997, personally appeared Rolando D. Balleras as Incorporator for Ultimate Mortgage & Financing, Inc., who is personally known to me or who produced a drivers license as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated, and who did take an oath.

  
\_\_\_\_\_  
Notary Public  
My Certificate Number is:  
My Commission Expires:



STEPHEN L. SKIPPER  
MY COMMISSION # CC355505 EXPIRES  
March 27, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

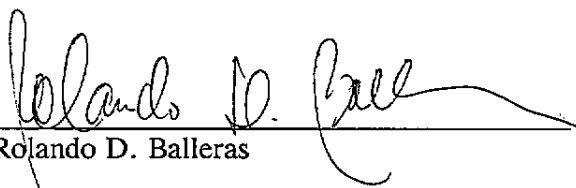
**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

I, Rolando D. Balleras, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 2517 Rosedale Street, Orlando, FL 32803.

I hereby accept the appointment to serve as the initial registered agent of Ultimate Mortgage & Financing, Inc. As registered agent, I agree to accept service of process on behalf of Ultimate Mortgage & Financing, Inc.; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 17th day of December, 1997.

  
\_\_\_\_\_  
Rolando D. Balleras

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA