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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: WEBB MORTGAGE SERVICES CORPORATION

AUDIT NUMBER.....H9800003708

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1998

FAS-T CORP AGENTS INC

SUBJECT: WEBB MORTGAGE SERVICES CORPORATION
REF: W98000004137

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000003708
Letter Number: 198A00010463

ARTICLES OF INCORPORATION
OF
WEBB MORTGAGE SERVICES CORPORATION

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act, and hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be WEBB MORTGAGE SERVICES CORPORATION

ARTICLE II

CORPORATE DOMICILE

The principal corporate domicile shall be 155 N.E. Spanish River Blvd.; Boca Raton, Fla., 33431

ARTICLE III

NATURE OF BUSINESS

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To do all such activities and engage in all such transactions as are necessary to operate a service business.
2. To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

This document prepared by:
John S. Van der Lyn, C.P.A.
4000 N. Fed. hwy., #207
Boca Raton, Fla., 33431
phone (561) 391-3883

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TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

1. The aggregate number of shares which the Corporation is authorized to issue is: ONE THOUSAND (1,000). Said shares shall be authorized as common stock and shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

2. All of said stock shall be paid for in cash, patents, stocks, notes, accounts, claims, real estate or other property but not for labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of Byron J. Webb whose address is 943 Eve Street; Delray Beach, Fla., 33483

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Byron J. Webb whose address is 943 Eve Street; Delray Beach, Fla., 33483

ARTICLE VIII

INITIAL REGISTERED AGENT

AND OFFICE OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 155 N.E. Spanish River Blvd. Boca Raton, Fla., 33431

ARTICLE IX

SHAREHOLDER'S MANAGEMENT POWERS

All corporate powers shall be exercised by or under the authority of, and business affairs of the Corporation shall be managed under the direction of the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 1998.


Byron J. Webb

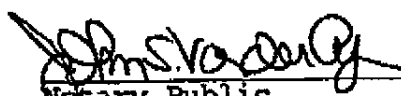
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 24th day of February, 1998, personally appeared before me, Byron J. Webbb, who acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written




Notary Public

H98000003708

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is set forth in compliance with said statute:

First: that WEBB MORTGAGE SERVICES CORPORATION desiring to organize under the Laws of the State of Florida with its principal office as set forth in the Articles of Incorporation, and has named Byron J. Webb of 155 N.E. SPANISH RIVER BLVD. BOCA RATON, FL, 33431 as its Agent to Accept Service of Process for the Corporation within the State of Florida.

Second: Having been named to Accept Service of Process for the above-named Corporation at the place designated in this certification, I hereby accept to act in this capacity and agree to comply with the provisions of the above Statute relative to keeping open said office.

Byron J. Webb

Byron J. Webb
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to and subscribed before me this 24th day of February, 1998, A.D.

John S. Van der Lijp

Notary Public, State of Florida at Large



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