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LAW OFFICES

JOHN MUDD, J.D.
11880 BIRD ROAD, SUITE 405
MIAMI, FLORIDA 33175

(305) 221-1900
Fax (305) 221-8992

February 12, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Incorporation of COMMONWEALTH CONTINENTAL MORTGAGE CORPORATION

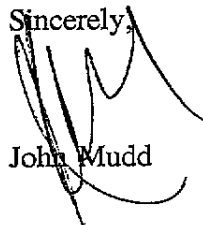
To Whom It May Concern:

Enclosed please find the Articles of Incorporation and the Certificate Designating Place of Business or Domicile For The Service of Process Within This State Naming Agent Upon Whom Process May Be Served for Commonwealth Continental Mortgage Corporation.

I am enclosing a check in the amount of \$131.25 to cover fees for the following: 1) filing fee for Commonwealth Continental Mortgage Corporation; 2) certified copy of the Articles of Incorporation; and 3) certificate of incorporation.

Thank you.

Sincerely,



John Mudd

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Enclosure

JPM/emm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

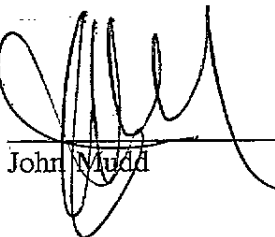
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**ARTICLES OF INCORPORATION OF
COMMONWEALTH CONTINENTAL MORTGAGE CORPORATION**

The undersigned, for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act, does hereby certify as follows:

- ARTICLE I The name of the Corporation is COMMONWEALTH CONTINENTAL MORTGAGE CORPORATION.
- ARTICLE II The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- ARTICLE III The aggregate number of shares which the Corporation shall have authority to issue is 100 (One Hundred) shares of non par value Common Stock.
- ARTICLE IV The sole incorporator, director, and resident agent of the Corporation shall be JOHN MUDD. The post office address of the registered principal office, the incorporator and the resident agent of the Corporation is 11880 S.W. 40th Street, Suite #405, Miami, Florida 33175
- ARTICLE V The Corporation will have at least one Director and all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Director(s).

Signed on February 12, 1998

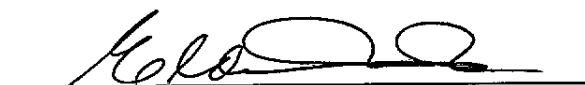

John Mudd

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

I, the undersigned authority, hereby certify that the foregoing instrument was subscribed before me by John Mudd who is personally known to me.


Elda M. McKearin Miranda
Notary Public, State of Florida

February 12, 1998
Date



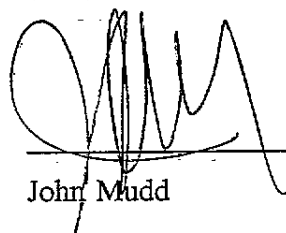
ELDA M. MCKEARIN MIRANDA
COMMISSION # CC 514519
EXPIRES DEC 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

COMMONWEALTH CONTINENTAL MORTGAGE CORPORATION desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named JOHN MUDD located at 11880 S.W. 40th Street, Suite #405, Miami, Florida 33175 as its agent to accept service of process within this State.

Accepted:



John Mudd

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TALLAHASSEE, FLORIDA