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NAME: KMG MORTGAGE, INC.

AUDIT NUMBER.....H98000006266

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

KMG MORTGAGE, INC.

FILED
98 APR -1 AM 11:48
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: KMG MORTGAGE, INC.
The address of the principal office of this corporation shall be
4700 HIATUS ROAD, SUITE 153, SUNRISE, FLORIDA 33351,
and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

THIS DOCUMENT PREPARED BY:
ANDREW M. IVES, FLA BAR NO: 964115
GENET, CRISCUOLO & MILGRIM, P.A.
99 N.E. 167 STREET
NORTH MIAMI BEACH, FLORIDA 33162
305-653-0455

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 99 N.E. 167th Street, North Miami Beach, FL 33162, and the name of the initial registered agent of the corporation at that address is ANDREW IVES, c/o GENET, CRISCUOLO & MILGRIM, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial member of the Board of Directors are:

BENJAMIN J. GENET
4700 HIATUS ROAD, SUITE 153
SUNRISE, FLORIDA 33351

DORIT GENET
4700 HIATUS ROAD, SUITE 153
SUNRISE, FLORIDA 33351

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ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

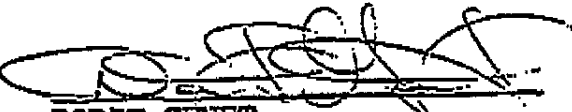
NAME	ADDRESS
DORIT GENET PRESIDENT	4700 HIATUS ROAD, SUITE 153 SUNRISE, FLORIDA 33351
BENJAMIN J. GENET VICE PRESIDENT & SECRETARY	4700 HIATUS ROAD, SUITE 153 SUNRISE, FLORIDA 33351

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

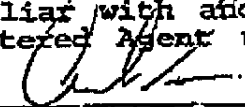
DORIT GENET	4700 HIATUS ROAD, SUITE 153 SUNRISE, FLORIDA 33351
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IN WITNESS WHEREOF, the undersigned has hereunto set HER hand and seal on this 31 day of MARCH, 1998.


DORIT GENET

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

THE UNDERSIGNED, having been designated Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


ANDREW IVES

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DORIT GENET, who has

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produced _____ as identification, or
X _____ personally known to me to be the person (s) who subscribed to
the foregoing Articles of Incorporation, and SHE did subscribe
thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State
above set forth this 31ST day of MARCH, 1998.

MY COMMISSION EXPIRES:



PRINT NAME: Andrew Lee

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TALLAHASSEE, FLORIDA

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