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April 29, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SUBJECT: CAMBRIDGE MORTGAGE SERVICES, INC.

Dear Sirs:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

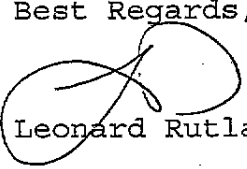
Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$52.50
Certificate of Status	\$ 8.75

Please return the documents to:

LEONARD RUTLAND, JR., ESQUIRE
759 SOUTH FEDERAL HIGHWAY, SUITE 303
STUART, FLORIDA 34994

Thanks for your help.

Best Regards,


Leonard Rutland, Jr., Esquire

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION 98 MAY -4 PM 2:43

OF

CAMBRIDGE MORTGAGE SERVICES, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is CAMBRIDGE MORTGAGE SERVICES, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3162 SW Martin Downs Boulevard, Palm City, Florida 34990.

ARTICLE III. CAPITAL STOCK.


The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares each having a par value of One Dollar (\$1.00).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Leonard Rutland, Jr., Esquire, 759 South Federal Highway, Suite 303, Stuart, Florida 34994.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation are Vincent J. Laviano, 3162 SW Martin Downs Boulevard, Palm City, Florida 34990.


VINCENT J. LAVIANO,
Incorporator

**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is CAMBRIDGE MORTGAGE SERVICES, INC.
2. The name of the registered agent is LEONARD RUTLAND, JR., ESQUIRE.
3. The address of the registered agent/registered office is 759 SOUTH FEDERAL HIGHWAY, SUITE 303, STUART, FLORIDA 34994.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 29th day of April, 1998.


LEONARD RUTLAND, JR., ESQUIRE

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