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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: ENDEAVOUR MORTGAGE INC.

AUDIT NUMBER.....H98000009347

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1998

EMPIRE

SUBJECT: ENDEAVOUR MORTGAGE INC.
REF: W98000011337

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.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000009347
Letter Number: 698A00027802

~~EXPIRATION DATE~~
6-1-98

ARTICLES OF INCORPORATION

H98000009347

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. NAME: The name of the corporation is:

Endeavour Mortgage Inc.

2. DURATION: The period of its duration is perpetual.

3. DATE OF INCORPORATION: The date of commencement of corporate existence shall be June 1, 1998.

4. PURPOSE: The purpose is to engage in any activities of business permitted under the laws of the United States and Florida.

5. CAPITAL STOCK: The corporation is authorized to issue 200 shares, all of one class at one dollar par value.

6. PRINCIPAL OFFICE: The office of the Corporation shall be located at:

147 Belcher Rd., Suite 1
Largo, Florida 33771

7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

H. William Van Wagenen
147 Belcher Road, Suite 1
Largo, Florida 33771

8. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation is:

H. William Van Wagenen
147 Belcher Road, Suite 1
Largo, Florida 33771

Prepared By: H. W. Van Wagenen
147 Belcher Rd.
Largo, FL 33771
(813) 538-0034

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TALLAHASSEE, FLORIDA

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9. AMENDMENT OF ARTICLES: This corporation reserves the right to amend and repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of May, 1998.


INCORPORATOR

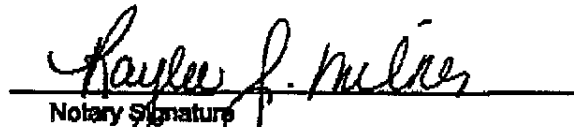

REGISTERED AGENT

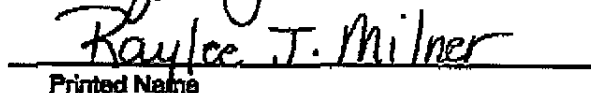
STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. William Van Wagenen known to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he executed the same and an oath was not taken. Said person is personally known to me.

Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 12th day of May, 1998.


Notary Signature


Printed Name



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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.

First that: Endeavour Mortgage, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named H. William Van Wagenen located at 147 Belcher Road, City of Largo, County of Pinellas State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE


Registered Agent

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