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FRANK A. PRINCIPE  
ATTORNEY AT LAW  
1521 OAKFIELD DRIVE  
BRANDON, FLORIDA 33511  
(813)653-4828  
(813)653-4739

April 16, 1998

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/21/98--01075--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Ditech Corporation

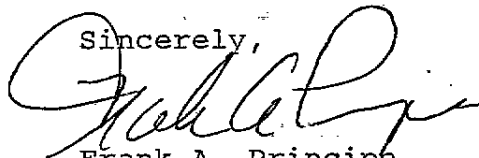
Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents the following:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy

Once the Articles have been filed, please forward a certified copy to my attention as soon as possible in the self-addressed, postage-paid envelope. Should you have any question, please do not hesitate to call me.

Sincerely,

  
Frank A. Principe  
Attorney At Law

FILED  
98 MAY 27 AM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAP/mr

Enclosures

SecState.Ltr

F. CHESSE

MAY 27 1998

1048-9016



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 22, 1998

FRANK A PRINCIPE ESQUIRE  
1521 OAKFIELD DRIVE  
BRANDON, FL 33511

SUBJECT: DITECH CORPORATION  
Ref. Number: W98000009016

FILED  
98 MAY 27 AM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Bundled CD.*  
We have received your document for DITECH ~~CORPORATION~~ and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 298A00021768

ARTICLES OF INCORPORATION  
OF  
DITECH BUILDING CORPORATION

FILED  
98 MAR 27 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the State of Florida, desiring to form a corporation in accordance with Chapter 607 of the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

1.01 The name of the Corporation shall be Ditech Building Corporation.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

2.01 The location and address of the Corporation's principal office in Florida is 213 Morrison Road, Tampa, Florida 33511. The initial registered agent at the registered office is Tamela A. Diaz.

ARTICLE THREE

PURPOSE

3.01 The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

DURATION

4.01 The term of existence of the Corporation is perpetual.

ARTICLE FIVE

INCORPORATORS

5.01 The name and post office address of the incorporator is:

Name	Address
Frank A. Principe	1521 Oakfield Dr. Brandon, Florida 33511

ARTICLE SIX

DIRECTORS

6.01 The Board of Directors shall consist of at least one and not more than five members. The name and address of the first Board of Directors is:

Tamela A. Diaz  
213 Morrison Rd.  
Brandon, Florida 33511

ARTICLE SEVEN

CAPITAL STOCK

7.01 The number of shares of stock that the Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500), all of which shall be common shares with par value One Dollar (\$1.00).

ARTICLE EIGHT

STATED CAPITAL

8.01 The amount of capital with which the Corporation shall begin business is Five Hundred Dollars (\$500.00).

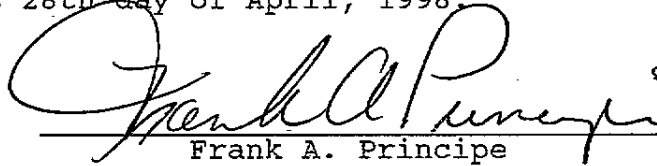
ARTICLE NINE

AMENDMENT OF ARTICLES

9.01 The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting powers of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on

every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28th day of April, 1998.

  
Frank A. Principe

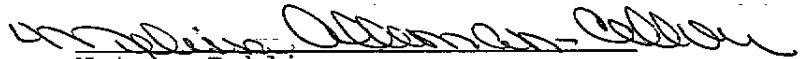
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On this 28th day of April, 1998, before me personally appeared Frank A. Principe, who has presented \_\_\_\_\_ as identification or is personally known to me, and acknowledged that he executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign here and set my official seal.

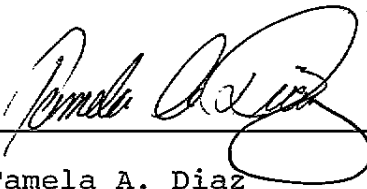


OFFICIAL SEAL  
MELISSA ALLEMAN-CELLON  
My Commission Expires  
Oct. 23, 2000  
Comm. No. CC 595338

  
Notary Public  
My Commission Expires:

**CONSENT TO APPOINTMENT OF REGISTERED AGENT**

I, Tamela A. Diaz, am hereby familiar with and accept the duties and responsibilities as Registered Agent of Ditech Building Corporation.

  
\_\_\_\_\_  
Tamela A. Diaz

FILED  
98 MAY 27 AM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA