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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: FIRST MORTGAGE CORP. OF NAPLES
AUDIT NUMBER.....H98000013447
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: FIRST MORTGAGE BANK CORP.
REF: W98000016525

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.

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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

Neysa Culligan
Document Specialist

FAX Aud. #: E98000013447
Letter Number: 498A00038577

ARTICLES OF INCORPORATION
OF
FIRST MORTGAGE CORP. OF NAPLES

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FIRST MORTGAGE CORP. OF NAPLES

The principal place of business of this corporation shall be:
5150 N. Tamiami Trail Suite 400, Naples, FL 34108

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of stocks and its value that this corporation is authorized to have outstanding at one time is: 1000 shares, \$1.00 par

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jack Pentz, II
5150 N. Tamiami Trail, Suite 400
Naples, Florida 34108

PREPARED BY: COMPREHENSIVE BUSINESS SERVICES
848 Bald Eagle Drive
Marco Island, Fl. 34145
(941) 389-9555

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TALLAHASSEE, FLORIDA

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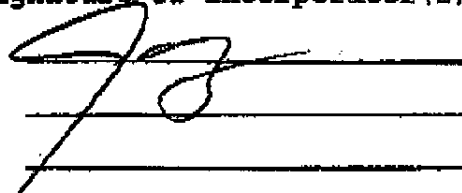
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jack Pentz, II
5150 N Tamiami Trail
Suite 400
Naples, FL 34108

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have)
executed these Articles of Incorporation this 20th
day of July, 1998.

Signature of Incorporator(s)

A handwritten signature, likely of Jack Pentz, II, is written over three horizontal lines. The signature is stylized and cursive.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation:

FIRST MORTGAGE CORP. OF NAPLES

2. The name and address of the registered agent and office is:

Jack Pentz
5150 N. Tamiami Trail
Suite 400
Naples, FL 34108

SIGNATURE

TITLE

DATE

[Signature]

Director

7/20/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

[Signature]

7/20/98