

MORTGAGE BANKERS

Continental Mutual Mortgage Corporation

706 SOUTH DIXIE HIGHWAY • SECOND FLOOR • CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 666-2121 • FAX: (305) 665-4010



August 6, 1998

P980000070075

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002610744--7
-08/07/98-01068-005
****131.25 ****131.25

REF: Articles of Incorporation
Certificate of Status - Antietam Properties, Inc.

Gentlemen:

Enclosed you will find check number 6929 in the amount of \$131.25 for the filing of the Articles of Incorporation for the referenced corporation together with the necessary sums in order to obtain a Certificate of Corporate Status and Incorporation.

Also, you will find a pre-addressed Airborne Express bill. Please send the Articles of Incorporation and Corporate Status certificate to us via Airborne Express at your earliest convenience. In the event you have any questions, please feel free to contact me.

Very truly yours,
Continental Mutual Mortgage Corporation

Neikya P. Davis
Neikya P. Davis

/npd

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:30

Rp
08/29/98

ARTICLES OF INCORPORATION OF
ANTIETAM PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -7 AM 8:30

The undersigned for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME:

The name of the Corporation is:

ANTIETAM PROPERTIES, INC.

ARTICLE TWO
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE
NATURE OF BUSINESS:

The Corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE FOUR
SHARES:

The aggregate number of shares which the corporation has authority to issue is 1080, all of which shall be common shares of \$1.00 par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED:

The shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation is:

706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

The name and address of the initial registered agent is:

THOMAS W. OLSEN, III
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of two members. The names and addresses of the First Board of Directors are:

THOMAS W. OLSEN, III
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

LLOYD SALSBERG, VICE PRESIDENT AND SECRETARY
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

(Signature)
JWO

The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason as having heretofore or hereinafter being a director or officer of the corporation, or by reason of any action, alleged to have been heretofore or hereinafter taken or admitted by him as such officer or director, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability of the aforesaid provided that no person shall be indemnified against or reimbursed for any expenses incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporations; and any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE EIGHT
INCORPORATORS:

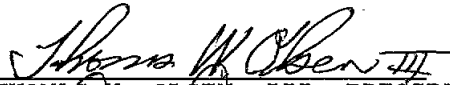
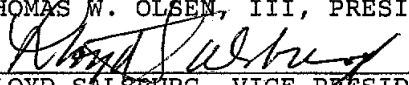
The names and addresses of the initial incorporators are:

THOMAS W. OLSEN, III
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

LLOYD SALSBERG
706 S. DIXIE HIGHWAY, SECOND FLOOR
CORAL GABLES, FLORIDA 33146

ARTICLE NINE
COMMENCEMENT OF EXISTENCE:

The corporation shall be deemed to have commenced its existence of the 3rd day of AUGUST 1998.



THOMAS W. OLSEN, III, PRESIDENT

LLOYD SALSBERG, VICE PRESIDENT
AND SECRETARY

7200

STATE OF FLORIDA
COUNTY OF MIAMI-DADE ss:

Before me, a Notary Public of the State of Florida, City of Coral Gables, County of Miami-Dade, U.S.A. at Large, on the 3rd day of August, 1998, personally appeared THOMAS W. OLSEN, III known to me to be the person whose names are subscribed to the above instruments, and after identifying themselves to me, they acknowledge to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal this 3rd day of August, 1998.


Notary Public, State of Florida
at Large



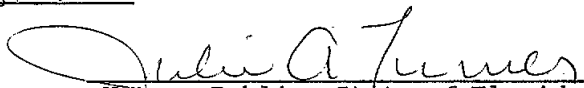
Julie A. Turner
MY COMMISSION # CC747013 EXPIRES
June 8, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE ss:

Before me, a Notary Public of the State of Florida, City of Coral Gables, County of Miami-Dade, U.S.A. at Large, on the 3rd day of August, 1998, personally appeared LLOYD SALSBURG known to me to be the person whose names are subscribed to the above instruments, and after identifying themselves to me, they acknowledge to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal this 3rd day of August, 1998.


Notary Public, State of Florida
at Large



Julie A. Turner
MY COMMISSION # CC747013 EXPIRES
June 8, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:

CERTIFICATE DESIGNATED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ANTIETAM PROPERTIES, INC.
desiring to organize under the laws of the State of Florida with
its initial office, as indicated in the Articles of Incorporation
at City of Coral Gables, County of Miami-Dade, State of Florida,
has named

THOMAS W. OLSEN, III

located at

706 S. Dixie Highway, Second Floor, Coral Gables, Florida as
its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ANTIETAM PROPERTIES, INC. at the place designated in the Articles of Incorporation, I agree to comply with the provisions of the Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with accept the duties and responsibilities as registered agent for said corporation."

8-3-98

Date



Registered Agent

THOMAS W. OLSEN, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 8:30