

P98000099092

Asset Management Acceptance Corp.
4532 West Kennedy Blvd. # 340 Tampa, Florida 33609
(800)-818-2408 Fax (813)-453-1418

November 19, 1998

100002693241--7
-11/23/98-01016-012
***105.00 ***105.00

Dear Division Of Corporations:

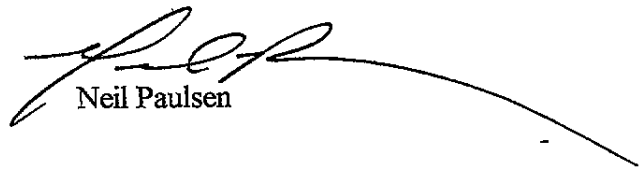
Please Incorporate and mail back (3) Certified copies and (1) Certificate of
Status.



ENVELOPE ENCLOSED

Sincerely,

Neil E. Paulsen


Neil Paulsen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:29

ARTICLES OF INCORPORATION

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 23 AM 10:30

ASSET MANAGEMENT ACCEPTANCE CORP.

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ASSET MANAGEMENT ACCEPTANCE CORP.

The address of the principal office of this corporation shall be 4532 West Kennedy Blvd. #340 Tampa, Florida 33609, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 601 N. Lois Ave. Tampa, Florida 33609, and the name of the initial Registered Agent of the corporation at that address is SEAN DONNELLY.

ARTICLE V. BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1) director nor more than three (3).

ARTICLE VI. INITIAL DIRECTOR

The name and post office address of the members of the first Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified is as follows:

Name

Address

NEIL E. PAULSEN
President, Vice President,
Secretary, Treasurer

12920 SW 15th Street
Davie, FL 33325

ANTHONY J. BLISS
Director

5325 NW 49th Court
Coconut Creek, FL 33073

BRIAN A. LARSON
Director

4217 West Barcelona Street
Tampa, FL 33629

ARTICLE VII. TERM OF EXISTENCE

This organization is to exist perpetually.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

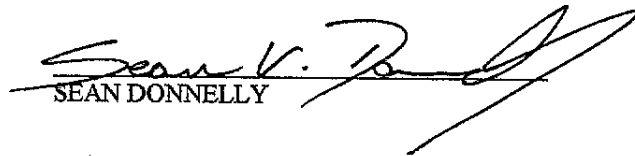
NEIL E. PAULSEN
12920 SW 15th Street
Davie, FL 33325

IN WITNESS THEREOF, the undersigned has hereunto set his hand and seal on
November 19, 1998.


NEIL E. PAULSEN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE S OF INCORPORATION

SEAN DONNELLY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


SEAN DONNELLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:30