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December 8, 1998

FILED
98 DEC 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA AIRBORNE EXPRESS NEXT DAY AIR

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-12/10/98--01059--008
*****122.50 *****78.75

Re: Residential Finance Group, Inc.

Dear Sir or Madam:

Enclosed herewith please find Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Please file the Articles of Incorporation and return a certified copy to the undersigned at the above address.

If you have any questions please contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


John C. Osberger

JCO/rh
Enclosure
cc: Amy P. Seidman (w/encl)

SD
12/11

ARTICLES OF INCORPORATION
OF
RESIDENTIAL FINANCE GROUP, INC.

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby certifies:

FIRST: The name of the corporation shall be:

RESIDENTIAL FINANCE GROUP, INC.

SECOND: The place in Florida where its principal office is to be located is: 1717 East Commercial Boulevard, Fort Lauderdale, Broward County, Florida 33334.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under the laws of the State of Florida.

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is One Thousand (1,000) shares which shall consist of:

- (a) Two Hundred (200) shares shall be Class "A" common shares, \$.01 par value, and shall possess all of the voting rights of the corporation as hereinafter determined; and
- (b) Eight Hundred (800) shares shall be Class "B" common shares, \$.01 par value, and shall be non-voting.
- (c) The express terms of the shares of each class are as follows:
 - (1) No dividends shall be declared or paid on any class unless at the same time there shall be declared or paid, as the case may be, a dividend in the form of cash or property in an equal amount per share on the other class;
 - (2) In the event of a share dividend the dividend shall be payable in the same class;
 - (3) No holder of shares of the corporation shall have a preemptive right to subscribe for or to purchase any shares of any class of the corporation whether now or hereafter authorized; and
 - (4) Each class of shares shall be treated equally upon the dissolution, termination or winding up of the corporation.


FIFTH: The amount of stated capital with which the corporation shall begin business is Five Hundred (\$500) Dollars.

SIXTH: The registered agent shall be: Amy P. Seidman, 1717 East Commercial Boulevard, Fort Lauderdale, Broward County, Florida 33334.

SEVENTH: The incorporator is: Amy P. Seidman, 1717 East Commercial Boulevard, Fort Lauderdale, Broward County, Florida 33334.

EIGHTH: The corporation may purchase its own shares on prorata and/or non-prorata basis when authorized to do so by its Board of Directors.

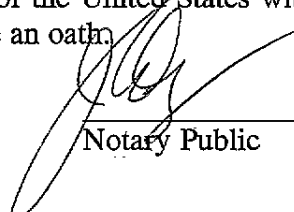
IN WITNESS WHEREOF, I have hereunto subscribed my name this 8 day of December, 1998.


Amy P. Seidman, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 8 day of December, 1998, by AMY P. SEIDMAN, who is personally known to me or has produced driver's license [issued by a state of the United States within the last five (5) years] as identification, and who did not take an oath.

My commission expires:


Notary Public




JOHN C OSBERGER
My Commission CC473417
Expires Jul. 09, 1999
Bonded by HAI
800-422-1555

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CLERK OF STATE
TALLAHASSEE, FLORIDA


APPOINTMENT OF STATUTORY AGENT

The undersigned incorporator of RESIDENTIAL FINANCE GROUP, INC. hereby appoints AMY P. SEIDMAN, a natural person resident in the county in which the corporation has its principal office, upon whom any process, notice of demand required or permitted by statute to be served upon the corporation may be served. His complete address is: 1717 East Commercial Boulevard, Fort Lauderdale, Broward County, Florida 33334.


Amy P. Seidman, Incorporator

Gentlemen:

I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


Amy P. Seidman

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TALLAHASSEE, FLORIDA