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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
CAPITAL TRUST MORTGAGE & FINANCIAL GROUP, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 1999

EMPIRE

SUBJECT: CAPITAL TRUST MORTGAGE & FINANCIAL GROUP, INC.
REF: W99000004722

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.

Article 7 states there will be 1 director(s), whereas 3 is/are listed.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H99000004595
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ARTICLES OF INCORPORATION
OF
CAPITAL TRUST MORTGAGE & FINANCIAL GROUP, INC.

ARTICLES I - NAME

The name of the Corporation is
CAPITAL TRUST MORTGAGE & FINANCIAL GROUP, INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value

Common stock.

Michael G. Ahearn, Esq.
Shepard & Leskar, P.A.
100 S. Pine Island Road #201
Plantation, FL 33324
(954) 915-8120
FBN: 120855

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ARTICLE V - PREEMPTIVE RIGHTS

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After the initial issue of common stock of this Corporation, every Shareholder, upon the sale of the cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 S. Pine Island Road #201, Plantation, Florida 33324 and the name of the initial Registered Agent of this Corporation is Shepard & Leskar, P.A.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of 3 (Directors). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

S. COREY CLARK
323 N.W. 36th Avenue
Deerfield Beach, FL 33442

Don Stacks
323 N.W. 36th Avenue
Deerfield Beach, FL 33422

Rick Seaman
323 N.W. 36th Avenue
Deerfield Beach, Florida 33422

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ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 323 N.W. 36th Avenue, Deerfield Beach,
Florida 33442.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

S. COREY CLARK
323 N.W. 36th Avenue
Deerfield Beach, Florida 33442

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 23 day of February, 1999.

S. Corey Clark
S. COREY CLARK, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and
County set forth above, personally appeared S. Corey Clark, known to me to be the person who
executed the foregoing Articles of Incorporation, and who produced personally known as
identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and
County aforesaid, this 23 day of February, 1999.

Lo Ann Ferrari
Notary Public State of Florida

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CAPITAL TRUST MORTGAGE & FINANCIAL GROUP, INC., as designated in the Articles of Incorporation, Shepard & Leskar, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 2-24-99.

Shepard & Leskar, P.A.

[Signature]
Michael G. Ahearn, Esq.

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TALLAHASSEE FLORIDA

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STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Michael G. Ahearn, Esq. known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State of County aforesaid, this 24 day of February, 1999.

[Signature]
Notary Public State of Florida

My Commission Expires



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