

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED

1999 MAY 13 AM 11:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ Art of Inc. File _____
 LTD Partnership File _____
 Foreign Corp. File _____
 L.C. File _____
 Fictitious Name File _____
 Trade/Service Mark _____
 Merger File _____
 Art. of Amend. File _____
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 ✓ Cert. Copy _____
 Photo Copy _____
 ✓ Certificate of Good Standing _____
 ✓ Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 Courier _____

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 99 MAY 13 AM 11:57
 99 MAY 13 AM 9:51
 DEPT. OF CORPORATION

Signature

Requested by:

Name

Date _____

Time

Walk-In

Will Pick Up

R. Purinton

MAY 13 1999

FILED

1999 MAY 13 AM 11: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATLAS FINANCIAL MORTGAGE CORPORATION

ARTICLE I - NAME

The name of this corporation is ATLAS FINANCIAL
MORTGAGE CORPORATION.

ARTICLE II - DURATION

This corporation shall commence on the date of filing
of these Articles with the Secretary of State and shall have
a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any lawful business for which corporations may
be incorporated under the Florida General Corporations Act
and to do such other things as are incidental to the
foregoing or necessary or desirable in order to accomplish
the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of
common stock having a par value of One Dollar (\$1.00) per
share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation
shall be 9070 Kimberly Boulevard, Suite 25, Boca Raton,
Florida 33434-2861, with the privilege of having branch
offices at any other place.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4869-4 Okeechobee Boulevard, West Palm Beach, Florida 33417 and the name of the initial registered agent is ALAN BERNSTEIN, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

JAMES EDWARD BRAVERMAN
2346 S.W. 183rd Terrace
Miramar, Florida 33029

ARTICLE VIII - INCORPORATOR

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

JAMES EDWARD BRAVERMAN
2346 S.W. 183rd Terrace
Miramar, Florida 33029

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 12th day of May, 1999.



JAMES EDWARD BRAVERMAN

STATE OF FLORIDA

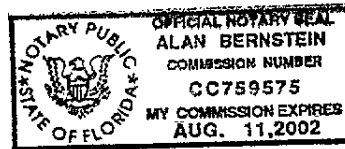
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, JAMES EDWARD BRAVERMAN, who is personally known by me or who has produced Florida Driver License as identification, and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 12th day of May, 1999.



NOTARY PUBLIC
ALAN BERNSTEIN

My commission expires:



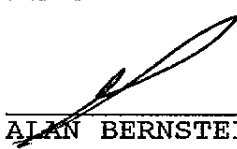
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

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

FIRST: That ATLAS FINANCIAL MORTGAGE CORPORATION
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at Boca Raton, County of Palm Beach, State of
Florida, has named ALAN BERNSTEIN, ESQUIRE, located at 4869-
4 Okeechobee Boulevard, West Palm Beach, Florida 33417, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT

HAVING BEEN NAMED to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to
keeping open said office.

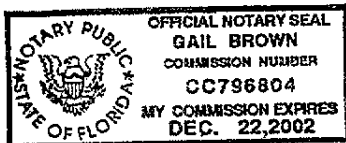



ALAN BERNSTEIN, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer
qualified to take acknowledgments, appeared ALAN BERNSTEIN,
to me personally and who executed the foregoing instrument
and acknowledged before me that he executed the same freely.

WITNESS my hand and official seal in the County and
State last aforesaid this 12th day of May, 1999.





NOTARY PUBLIC
GAIL BROWN