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May 21, 1999

VIA FEDERAL EXPRESS

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

500002884155--4
-05/24/99-01102-010
*****78.75 *****78.75

Re: First Environmental Mortgage, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our client's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Thomas Garlick

Thomas B. Garlick

TBG/jpw
Enclosures

cc: Mr. Stephen Hilfiker

Signed by Mr. Garlick's secretary
in his absence to avoid delay.

FILED
1999 MAY 24 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 26 1999

FILED

1999 MAY 24 PM 3: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST ENVIRONMENTAL MORTGAGE, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is First Environmental Mortgage, Inc., and the street address of the Corporation is 4131 Fifth Avenue, S.W., Naples, Florida 34119.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person.

The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Stephen Hilfiker
4131 Fifth Avenue, S.W.
Naples, Florida 34119

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Stephen Hilfiker
4131 Fifth Avenue, S.W.
Naples, Florida 34119

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 21st day of May, 1999.

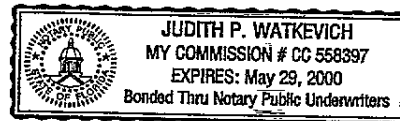
Stephen J. Hilfiker
Stephen Hilfiker - Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 21st day of May, 1999, by Stephen Hilfiker, who is personally known to me.

Judith P. Watkevich
Notary Public

Judith P. Watkevich
Printed Name

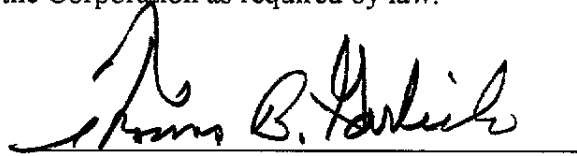


ACCEPTANCE OF REGISTERED AGENT

FOR

FIRST ENVIRONMENTAL MORTGAGE, INC.

I, Thomas B. Garlick, having signed the within as registered agent of FIRST ENVIRONMENTAL MORTGAGE, INC. (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Thomas B. Garlick,
REGISTERED AGENT

5162.1 - 5/19/99

FILED
1999 MAY 24 PM 3:54
CLERK OF STATE
TALLAHASSEE, FLORIDA