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Jonathan P. Kross

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Please Reply To:
Post Office Box 3363
Boca Raton, FL 33427

July 7, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Attention: New Filings Dept.

Re: Allied Capital Group, Inc.
Allied Capital Mortgage Group, Inc.
Articles of Incorporation

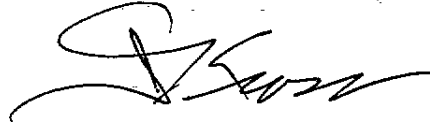
Dear Sir or Madam:

Enclosed for filing please find executed originals and duplicate originals of the Articles of Incorporation for both of the above referenced corporations, together with a check in the amount of \$157.50 for the filing fees and the certified copies.

Kindly file said document and return a certified copy of same to this office upon completion of the filing process.

Should there be any question, please do not hesitate to let us know. Thank you.

Very truly yours,



Jonathan P. Kross

JPK:cm

Enclosure

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-07/12/99-01039-017
157.50 **78.75

FILED
99 JUL 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLMON-CASE JUL 20 1999

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99 JUL 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIED CAPITAL GROUP, INC.

Pursuant to Section 607.0303, Florida Statutes these Articles of Incorporation provide that:

1. The name of the Corporation is: ALLIED CAPITAL GROUP, INC.
2. The principal office of the Corporation is:
1259 S.W. 9th Street, Boca Raton, FL 33486
3. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of Common Stock, par value \$1.00 per share.
4. The street address of the initial registered office of this Corporation is: 2461 West Hillsboro Boulevard
Deerfield Beach, FL 33442

and the name of the initial registered agent of this Corporation at that address is: Jonathan P. Kross, Esq.

5. The name and address of the person signing these Articles of Incorporation as incorporator is:

Jonathan P. Kross
2461 West Hillsboro Boulevard
Deerfield Beach, FL 33442

6. The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

7. The name(s) and street address(es) of the first Board of Directors of this Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:


Phillip Bloom
1259 S.W. 9th Street
Boca Raton, FL 33486

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge to be filed in the Office of the Secretary of State the foregoing Articles of Incorporation this 8th day of July, 1999.


Jonathan P. Kross

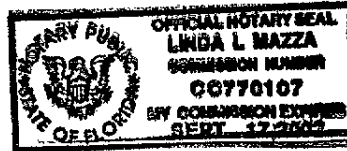
STATE OF FLORIDA }
 : ss.
COUNTY OF BROWARD }

8th The foregoing instrument was acknowledged before me this day of July, 1999 by Jonathan P. Kross, who is personally known to me or who has produced a Florida drivers license as identification.



Signature of Person Taking Acknowledgment

Seal/Stamp -



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE 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:

That **ALLIED CAPITAL GROUP, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, has named

Jonathan P. Kross

located at:

2461 West Hillsboro Boulevard, Deerfield Beach, FL 34332

as its agent to accept service of process within this State.

The principal office of the Corporation shall be:

1259 S.W. 9th Street, Boca Raton, FL 33486

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES,

Signature


Jonathan P. Kross (Registered Agent)

Date July

8, 1999

Phone No.: (561) 394 - 5400

FILED
99 JUL 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA