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RONALD WITKOWSKI, P.A.  
12798 WEST FOREST HILL BOULEVARD, SUITE 202  
WELLINGTON, FLORIDA 33414  
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561-798-0899 (FAX)

RONALD WITKOWSKI  
JEFF CLYMAN

OF COUNSEL  
ROBERTA L. FENNER

July 16, 1999

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002934530-3  
-07/19/99-01054-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Wellington Mortgage Trust, Inc.

Dear Sir:

Enclosed are Articles of Incorporation for Wellington Mortgage Trust, Inc. , together with a check for \$78.75.

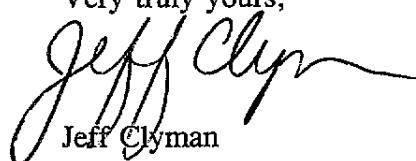
Please arrange to have the Articles filed as promptly as possible, and return to us a certified copy. If there is any problem or question, please contact me immediately.

The check for \$78.75 represents the following charges:

Filing Fee	\$ 70.00
Certified Copy	<u>8.75</u>
Total	\$ 78.75

Thank you for your cooperation.

Very truly yours,

  
Jeff Clyman

JC/ms  
enclosures

1999 JUL 19 AM 10:15  
FLORIDA STATE  
TALLAHASSEE, FLORIDA

FILED

BROWN JUL 26 1999

ARTICLES OF INCORPORATION  
OF  
WELLINGTON MORTGAGE TRUST, INC.

FILED  
99 JUL 19 AM 10:15  
SHERIFF OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is WELLINGTON MORTGAGE TRUST, INC., and the principal office of the corporation is located at 12798 Forest Hill Boulevard, Suite 105B, Wellington, Florida 33414.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is TEN THOUSAND (10,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The name and street address of the initial registered office of the corporation is c/o Ronald Witkowski, P.A., 12798 Forest Hill Boulevard, Suite 202, Wellington, Florida 33414.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

Jerome D. Remboldt

## ARTICLE VIII. INCORPORATOR

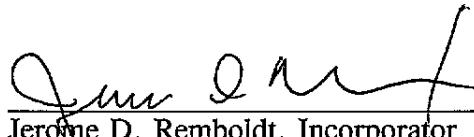
The name and address of the incorporator is:

Jerome D. Remboldt

## ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this 16th day of July, 1999.



\_\_\_\_\_  
Jerome D. Remboldt, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

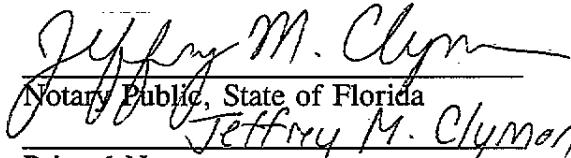
On this day personally appeared before me Jerome D. Remboldt, who is personally known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 16th day of July, 1999.



JEFFREY M CLYMAN  
My Commission CC532990  
Expires Feb. 15, 2000

(SEAL)



\_\_\_\_\_  
Jeffrey M. Clyman  
Notary Public, State of Florida  
\_\_\_\_\_  
Printed Name  
My Commission Expires:

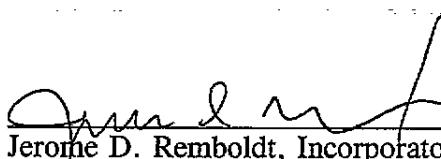
*99 JUL 19 AM 10:15  
FILED  
CLERK, STATE OF FLORIDA*

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

WELLINGTON MORTGAGE TRUST, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 12798 Forest Hill Boulevard, Suite 105B, Wellington, Florida 33414, has named Ronald Witkowski, P.A., located at 12798 Forest Hill Boulevard, Suite 202, Wellington, Florida 33414, as its agent to accept service of process within Florida.

DATE: July 16, 1999



\_\_\_\_\_  
Jerome D. Remboldt, Incorporator

Having been named to accept service of process for the above stated Corporation, 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.

DATE: July 16, 1999

RONALD WITKOWSKI, P.A.



\_\_\_\_\_  
Ronald Witkowski, President