

P99000072681

TRANSMITTAL LETTER

Date: August 13, 1999

Department of State
Division of Corporations
409 E. Gains St.
Tallahassee, Fl. 32399

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 16 AM 9:48

RE: *Claymore Mortgage Corp.*

Enclosed are two copies and one original copy of the Articles of Amendment to the Articles of Incorporation of *Claymore Mortgage Corp.*

Please provide a certified copy of the Articles of Incorporation referenced above.

Money Order for "**87.50**" is enclosed. This Money Order represents payment for the following:

1. Filing Fee, Certified Copy & Certificate of Status.

Form Robert B. Bass
2007 Oakwood Ave.
Tampa, Fl. 33605

Please return by return envelope enclosed.

700002960297-9
-08/16/99--01012--010
****350.00 *****87.50

RECEIVED
99 AUG 16 AM 9:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08/16

**ARTICLES OF INCORPORATION
OF
CLAYMORE MORTGAGE CORP.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, do(es) hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is: **CLAYMORE MORTGAGE CORP.**

ARTICLE II

This Corporation shall have perpetual existence. The date and time of the commencement of corporate existence is the date of filing these articles with the Secretary of State.

ARTICLE III

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The total authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar(s) each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

ARTICLE V

Every shareholder, upon the sale for cash of any stock of this Corporation of the same kind, class or series as that which they already holds, shall have the right to purchase their pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

The street address of the initial principal office of this Corporation is, 2007 Oakwood Ave., Tampa, Fl., and the name of the initial registered agent of this Corporation is Robert B. Bass whose street address is 2007 Oakwood Ave., Tampa, Fl. 33605

ARTICLE VII

This Corporation shall have ONE (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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name and address of the initial director(s) of the Corporation is:

Robert B. Bass

2007 Oakwood Ave.
Tampa, Fl. 33605

ARTICLE III

The name and address of the person(s) signing these articles is:

Robert B. Bass

2007 Oakwood Ave.
Tampa, Fl. 33605

ARTICLE IX

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

ARTICLE X

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the shareholders or to this Corporation. The price and terms at which and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XI

The approval of the Shareholders of this Corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XIII

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

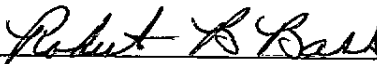
The Directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors.

1. Dissolution or merger of the Corporation, or
2. Sale of the Corporate assets.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of those Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 13 day of August, 1999.


Robert B. Bass

STATE OF FLORIDA COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County, set forth above, personally appeared, **Robert B. Bass**, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13 day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A
FLORIDA CORPORATION**

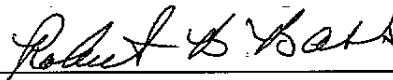
Pursuant to the provisions of FS 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office./registered agent in the State of Florida.

1. The name of the corporation is: **CLAYMORE MORTGAGE CORP.**
2. The name of the registered agent is: *Robert B. Bass*
3. The address of the registered agent/registered office is:

**2007 Oakwood Ave.
Tampa, FL 33605**

ACCEPTANCE
of
CLAYMORE MORTGAGE CORP.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert B. Bass

Date: 8-13-99

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