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LAW OFFICES OF
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FRED EHRLICH
Member NY Bar

December 1, 1999

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****35.00 *****35.00

To Whom it May Concern:

Enclosed please find the Amended Articles of Incorporation for Nations Mortgage & Associates Inc. and the filing fee of \$35.00. Please make effective date September 10, 1999. Please file and return in enclosed self-addressed stamped envelope.

If you have any questions or if the name is unavailable, please do not hesitate to contact me.

Sincerely,



Richard Ehrlich

cma

Enclosures: As stated

FILED
99 DEC -6 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS DEC 14 1999

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December 13, 1999

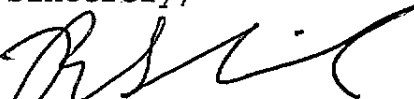
Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
Attn: Thelma Lewis

Dear Thelma,

As per our phone conversation, enclosed please find the Amended Articles of Incorporation for Nations Mortgage & Associates Inc. Please make effective date September 10, 1999. Please file and return in enclosed self-addressed stamped envelope.

If you have any questions or if the name is unavailable, please do not hesitate to contact me.

Sincerely,



Richard Ehrlich

cma

Enclosures: As stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION OF
Nations Mortgage & Associates, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is Nations Mortgage & Associates, INC.

ARTICLE TWO
PRINCIPLE LOCATION

The principle location for this corporation is 7640 Southgate Blvd., North Lauderdale, FL 33068.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual. The effective date is 9/10/99.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of financing mortgages. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 7640 Southgate Blvd., North Lauderdale, FL 33068 and the name of its registered agent at such address, is Mark Floman.

ARTICLE SEVEN
OFFICERS

PRESIDENT

Mark Floman

ARTICLE EIGHT
DIRECTORS

The number of directors constituting the board of directors of the corporation is one. The name and address of each person who is to serve as a member of the board of directors is:

Name

Address

Mark Floman	7640 Southgate Blvd. North Lauderdale, FL 33068
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ARTICLE NINE
INCORPORATORS

The name and address of each incorporator is:

Name

Address

Richard Ehrlich	3300 University Drive, Ste. 501 Coral Springs, FL 33065
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Executed by the undersigned at 3300 University Drive, Suite 501, Coral Springs, FL on September 10, 1999.



Richard Ehrlich

ARTICLE TEN
AMENDING PROVISIONS

These Articles are being amended pursuant to Florida Statute 607.1006. The Articles have been amended by the initial Director and Shareholder approval is not required.

Acceptance of Registered Agent Designated
In Articles of Incorporation

Mark Floman, having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of registered agent under Section 607.0505, Florida Statutes.



Mark Floman

Dated 9/10/99