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From LARREA & ORTEGA

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F-003 P.01

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651597

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MORTGAGE GROUP OF AMERICA, INC.

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8

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL FIRST FINANCIAL CORP., a Florida corporation, document number
G16354

INTO

MORTGAGE GROUP OF AMERICA, INC., a Florida entity, 651597

File date: April 30, 2001

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2001

MORTGAGE GROUP OF AMERICA, INC.
2300 CORAL WAY
SUITE 200
MIAMI, FL 33145-3511US

SUBJECT: MORTGAGE GROUP OF AMERICA, INC.
REF: 651597

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Karen Gibson
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2001

MORTGAGE GROUP OF AMERICA, INC.
2300 CORAL WAY
SUITE 200
MIAMI, FL 33145-3511US

SUBJECT: MORTGAGE GROUP OF AMERICA, INC.
REF: 651597

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE COMPLETE ARTICLE 5 BY ADDING THE NUMBER OF SHARES AUTHORIZED.

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Karen Gibson
Corporate Specialist

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ARTICLES AND PLAN OF MERGER
Merger of
NATIONAL FIRST FINANCIAL CORP.
into
MORTGAGE GROUP OF AMERICA, INC.

The undersigned corporations, in accordance with Sections 607.1101 et. seq. of the Florida Statutes, hereby adopt the following Articles and Plan of Merger:

Article 1. The parties hereto agree to effect this Merger.

Article 2. The corporation to survive the Merger is **MORTGAGE GROUP OF AMERICA, INC.**, a Florida corporation, that shall continue under the same name.

Article 3. The parties to these Articles and Plan of Merger are **MORTGAGE GROUP OF AMERICA, INC. ("Mortgage")** and **NATIONAL FIRST FINANCIAL CORP. ("National")**, both incorporated in the State of Florida.

Article 4. No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

Article 5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>
Mortgage	Common (without par value)	<u>100</u>
National	Common (without par value)	<u>100</u>

Article 6. The stockholders of **NATIONAL** are the same and in the same percentages as the stockholders of **MORTGAGE**. The manner and basis of exchanging and converting the issued stock of **NATIONAL** is as follows: Each share of issued and outstanding Common Stock (without par value) of **NATIONAL** shall be extinguished as a

result of NATIONAL's merger and transfer of assets and liabilities to MORTGAGE. Since the sole owners of NATIONAL are the same as the sole owners of MORTGAGE, and those stockholders have the same percentages in MORTGAGE as they do in NATIONAL, no additional shares of MORTGAGE shall be issued. Shares of MORTGAGE Common Stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (without par value) of the surviving corporation.

Article 7. The principal offices of MORTGAGE and NATIONAL are located in Miami, Florida.

Article 8. Pursuant to §607.1103 (7) of the Florida Statutes, shareholder approval of this Plan of Merger is not required. However, these Articles and Plan of Merger were duly adopted and approved by the Boards of Directors and the shareholders of MORTGAGE and NATIONAL, respectively, in each case by Written Consent of all Directors and Shareholders in lieu of a Special Meeting, dated April 26, 2001, in the manner and by the vote required by the laws of the State of Florida.

Article 9. The Plan of Merger is as follows:

9.1 The Articles of Incorporation of MORTGAGE, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of MORTGAGE and shall not be changed or amended by the Merger.

9.2 MORTGAGE reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

9.3 The Bylaws of MORTGAGE, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of MORTGAGE until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4 The Directors of MORTGAGE as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of MORTGAGE. The number of Directors of MORTGAGE shall continue to be 1 and shall be the following persons:

ABRAM GAVCOVICH

The following officers of MORTGAGE immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of MORTGAGE:

President/Secretary	Abram Gavcovich
Vice-President/Treasurer	Marta Gavcovich

9.5 Each share of issued and outstanding Common Stock (without par value) of NATIONAL shall be extinguished. Common Stock (without par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (without par value) of the surviving corporation.

9.6 On the effective date of the Merger, the separate existence of NATIONAL shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation, MORTGAGE, without further act or deed. Confirmatory deeds, assignment or other like instruments, when deemed desirable by MORTGAGE to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of NATIONAL by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

9.7 The effective date of the Merger shall be on the filing of the Articles of Merger with the Secretary of State of Florida.

This Articles and Plan of Merger is made and entered into effective for all purposes and all respects the 26 day of April, 2001, by and among the undersigned parties.

ATTEST:

By: Marta Gavcovich
Marta Gavcovich
Secretary

MORTGAGE GROUP OF AMERICA,
INC., a Florida corporation

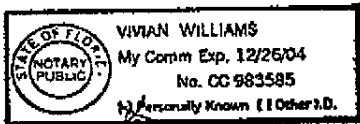
By: Abram Gavcovich
Abram Gavcovich, President

STATE OF FLORIDA)
SS)
COUNTY OF DADE)

The foregoing instrument was acknowledged by Abram Gavcovich, as President of MORTGAGE GROUP OF AMERICA, INC., a Florida corporation, on behalf of such corporation, before me this 26th day of April, 2001. He/She is:

personally known by me provided _____ as identification.

Notary Seal:



Vivian Williams
Print Name: VIVIAN WILLIAMS
Notary Public, State of Florida

ATTEST:

By: Fannie D. Kochen
Fannie D. Kochen
Secretary

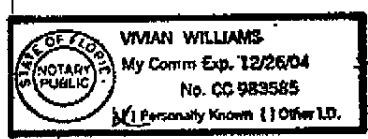
NATIONAL FIRST FINANCIAL CORP.
a Florida corporation
By: Abram Gavcovich
Abram Gavcovich
President

STATE OF FLORIDA)
SS:)
COUNTY OF DADE)

The foregoing instrument was acknowledged by Abram Gavcovich as President of NATIONAL FIRST FINANCIAL CORP., a Florida corporation, on behalf of such corporation, before me this 26 day of April, 2001. He/She is:

personally known by me provided _____ as identification.

Notary Seal:



Vivian Williams
Print Name: VIVIAN WILLIAMS
Notary Public, State of Florida