

To: The Florida Dept. of State
Subject: 000150.110948
Division of Corporations

From: Ashley Smith

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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

000150.110948

FLORIDA/FOREIGN LIMITED LIABILITY CO.

TERRA MORTGAGE BANKERS, LLC

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September 17, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: TERRA MORTGAGE BANKERS, LLC
REF: W09000041614

** Please give original
submission date as
the file date **

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

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H09000202325
Letter Number: 809A00030574

** Please give original
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OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

September 3, 2009

Mr. Jorge Rawicz
1900 North Bayshore Drive
Suite 204-A
Miami, FL 33132

Dear Mr. Rawicz:

Re: Terra Mortgage Bankers

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State
Kathy Green, Finance

• • •
MAILING ADDRESS: DIVISION OF FINANCIAL INSTITUTIONS
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371
(850) 410-9800 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TERRA MORTGAGE BANKERS, LLC

These Articles of Organization have been filed with the Florida Department of State in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"). Capitalized terms used herein are intended to be defined terms and shall have the meanings ascribed to them herein.

ARTICLE I

NAME

The name of the Limited Liability Company is Terra Mortgage Bankers, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is 1900 North Bayshore Drive, Suite 204-A, Miami Florida 33132.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent and office are:

Pedro Martin
900 Biscayne Blvd., Suite 1501
Miami, Florida 33132

ARTICLE IV

MANAGEMENT

The Company is a "manager-managed" limited liability company for purposes of the Act. The Company's managers shall be appointed in such manner and serve in such position according to such terms and conditions as provided in the Company's Operating Agreement dated the date that these Articles were filed with the Florida Department of State, as such agreement may be amended ("Operating Agreement").

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ARTICLE V

MORTGAGE BROKER BUSINESS

The Company shall be engaging in the business of mortgage brokering and related activities and shall hire and retain and, whenever necessary, immediately replace a principal broker who shall operate the business under such broker's full charge, control, and supervision and who will otherwise assure that the Company does all that is required to comply with the requirements of Florida law necessary to license the company as a mortgage broker business.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 16 day of September, 2009.

By: 

Name: Jorge Rawicz

Title: Authorized Person

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TALLAHASSEE, FLORIDA

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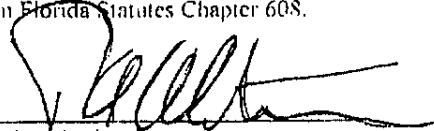
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 16 day September, 2009.


Pedro Martin

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