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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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BASIC AMENDMENT
BANIF MORTGAGE COMPANY

RECEIVED
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At Restated
Art.
38

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes effective May 21, 2002. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: BANIF MORTGAGE COMPANY
Old Name:

Article II. Address. The Corporation's mailing address is:
BANIF MORTGAGE COMPANY
1001 Brickell Bay Drive
Suite 1712
Miami FL 33131

Article III. Registered Agent. The Corporation's registered agent is:
NS Corporate Services Inc.
501 Brickell Key Drive
Miami FL 33131

Article IV. Officers. The Corporation's officers are:

President	Carlos David Duarte de Almeida
Secretary	Alvaro Cortes
Treasurer	Alvaro Cortes
Chief Executive Officer	Hugo Barreto Del Priore
Vice President	Goncalo Cristovam Meireles de Araujo Dias
Vice President	Alfonso G. Finocchiaro

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:
Hugo Barreto Del Priore
Alvaro Cortes

Article VI. Capital Stock. The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$1.00 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

BANIF MORTGAGE COMPANY

x By: [Signature]

Name: Hugo Barreto Del Priore

Title: Chief Executive Officer

Date: May 21, 2002

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0665

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

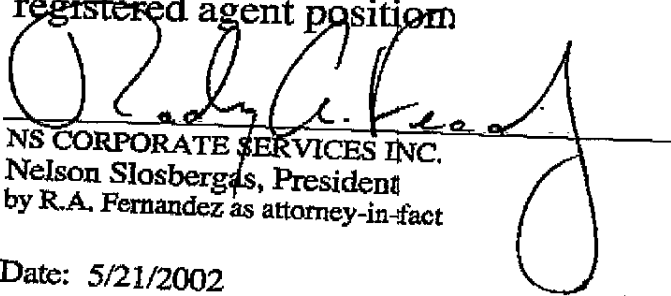
CORPORATION:

BANIF MORTGAGE COMPANY

REGISTERED AGENT/OFFICE:

**NS Corporate Services Inc.
501 Brickell Key Drive
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position


NS CORPORATE SERVICES INC.
Nelson Slosbergas, President
by R.A. Fernandez as attorney-in-fact

Date: 5/21/2002

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