

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : ANA DALMAU ARES, P.A.
Account Number : 120000000268
Phone : (305) 229-8256
Fax Number : (305) 229-8252

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

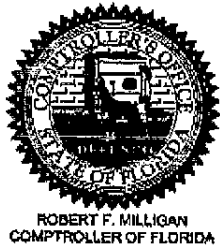
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FLORIDA PROFIT CORPORATION OR P.A.
CAPITAL MORTGAGE BANKERS, INC.

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W-11105



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

April 29, 2002

Mr. Milton Ares
3636 SW 87 Avenue
Miami, Florida 33165

Dear Mr. Ares:

Re: Capital Mortgage Bankers, Inc.

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

It is the opinion of this Department 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 Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

William T. Sims, Division of Finance and Securities
Department of Banking and Finance

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ARTICLES OF INCORPORATION
OF
CAPITAL MORTGAGE BANKERS, INC.

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

CAPITAL MORTGAGE BANKERS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ANA DALMAU ARES
3636 SW 87TH AVE.
MIAMI, FL. 33165

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Transact any and all lawful business.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

CAPITAL MORTGAGE BANKERS, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

ARMANDO ROMERO
6713 MAIN STREET - STE. 240
MIAMI LAKES, FL. 33014

The principal office and mailing address shall be:

6713 MAIN STREET - STE. 240
MIAMI LAKES, FL. 33014

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ARTICLE VI

The initial Board of Directors and Shareholders shall be composed by TWO (2) persons, whose names and addresses are:

ARMANDO ROMERO - PRESIDENT - 52% SHAREHOLDER
6713 MAIN ST. - STE. 240
MIAMI LAKES, FL 33014

ORLANDO GONZALEZ - VICEPRESIDENT - 48% SHAREHOLDER
6713 MAIN ST. - STE. 240
MIAMI LAKES, FL. 33014

The name and address of the incorporator executing these Articles of Incorporation is:

ARMANDO ROMERO
6713 MAIN ST. - STE. 240
MIAMI LAKES, FL. 33014

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17TH day of April , 2002.

ARMANDO ROMERO
PRESIDENT



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

CAPITAL MORTGAGE BANKERS, INC.

2. The name and address of the Registered Agent and office is:

ARMANDO ROMERO
6713 MAIN ST. - STE. 240
MIAMI LAKES, FL. 33014

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE: _____

ARMANDO ROMERO

DATE: _____

4/17/02

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