

P96000013347

Law Offices of
SHERMAN & CASTRO
A partnership of Professional Associations
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Thomas G. Sherman, P.A.

Telephone (305) 448-5898

Telefax (305) 445-4458

February 6, 1996

000001710610
-02/08/96--01075--014
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: IMPERIAL MORTGAGE INVESTORS, INC.

To Whom It may Concern:

In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



BARBARA SANJURJO
LEGAL ASSISTANT

TGS:BS
ENCLS.

Thomas G. Sherman

FILED
96 FEB -8 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/13/96

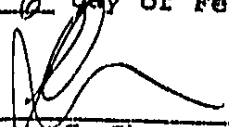
**ARTICLES OF INCORPORATION
OF
IMPERIAL MORTGAGE INVESTORS, INC.**

FILED
96 FEB -8 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Imperial Mortgage Investors, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 1533 Sunset Drive, Suite 150, Coral Gables, Florida 33143.
- THIRD:** The corporation is authorized to issue 7,500 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Sherman & Castro, c/o Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: James C. Black, 1533 Sunset Drive, Suite 150, Coral Gables, Florida 33143.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of February, 1996.



Thomas G. Sherman, Incorporator

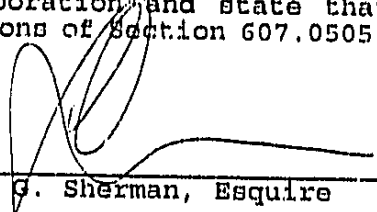
ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED

96 FEB -8 AM 9:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esquire

P96000013347

Law Offices of
THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

SENT VIA FEDERAL EXPRESS

August 4, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

000002258118--7
-08/05/97--01063--004
*****35.00 *****35.00

Re: IMPERIAL MORTGAGE INVESTORS

To Whom It may Concern:

In reference to the above captioned, enclosed is an original of an Amendment to Articles of Incorporation for filing. Also enclosed is a check in the sum of \$35.00 to cover your fee for same. Please forward a copy of the filed Amendment to Articles to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,

Yiadenis Plasencia

Yiadenis Plasencia
LEGAL ASSISTANT

TGS:BS
ENCLS.

FILED
97 AUG 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc
AUG 27 1997

**Law Offices of
SHERMAN & CASTRO**
A partnership of Professional Associations
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Thomas G. Sherman, P.A.

Telephone (305) 448-5898

Telefax (305) 445-4458

August 26, 1997

Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

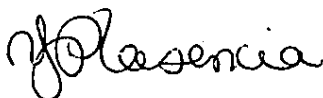
RE: IMPERIAL MORTGAGE INVESTORS, INC.
REF.NO. P96000013347

Dear Ms. Lewis:

In reference to the above captioned, enclosed is a revised original of an Amendment to Articles of Incorporation for filing changing the name of the Corporation to Two Worlds Mortgage Bankers, Inc. Also enclosed is the original letter of approval from the Division of Finance. As you also requested, enclosed is a copy of your letter stating that our previous document was not filed. Please forward copy of the filed Amendment to Articles to the undersigned at your earliest convenience.

Thank you for your attention in this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,



Yiadenis Plasencia
Legal Assistant



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

August 21, 1997

Thomas G. Sherman
Sherman & Castro
218 Almeria Avenue
Coral Gables, FL 33134

Dear Mr. Sherman:

Re: "Two World 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 your 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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

YIADENIS PLASENCIA, LEGAL ASSISTANT
LAW OFFICES OF THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: IMPERIAL MORTGAGE INVESTORS, INC.
Ref. Number: P96000013347

We have received your document for IMPERIAL MORTGAGE INVESTORS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00041105

FILED

AMENDMENT TO ARTICLES OF INCORPORATION FOR
IMPERIAL MORTGAGE INVESTORS, INC.

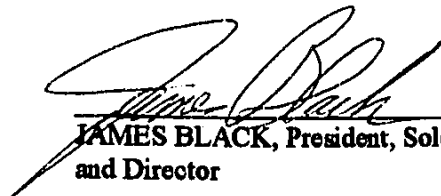
97 AUG 28 PM 12:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IMPERIAL MORTGAGE INVESTORS, INC., hereby files this Amendment to its

Articles of Incorporation and states:

1. The name of the Corporation is IMPERIAL MORTGAGE INVESTORS, INC.
2. The Corporation hereby amends its Articles by changing its name to: TWO WORLDS MORTGAGE BANKERS, INC.
3. The Corporation shall as of the date hereof hereinafter be known as TWO WORLDS MORTGAGE BANKERS, INC.
4. This Amendment is ratified and approved by 100% of the shareholders of the Corporation, as evidenced by his signature below.

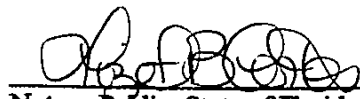
DATED THIS 21st DAY OF AUGUST, 1997.


JAMES BLACK, President, Sole Shareholder,
and Director

STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, personally appeared this 21 day of August, 1997, JAMES BLACK, President, Sole Shareholder and Director of Imperial Mortgage Investors, Inc., who executed the foregoing document before me and who was personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My commission expires:

