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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ALL AMERICAN MORTGAGE BANK, INC.
AUDIT NUMBER.....H97000003982
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

H97000003 982

March 3, 1997

Joseph R. Colletti
Attorney at Law
3550 Biscayne Boulevard
Suite 610
Miami, FL 33137

Dear Mr. Colletti:

Re: "All American Mortgage Bank, Inc."

On January 28, 1997, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly beginning February 7, 1997, for 21 days until February 28, 1997 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a financial institution shall, in this state:

(a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;

(b) Use any name, word, sign, symbol, or device in any context or in any manner; or

(c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution; however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be

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used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpose of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part II of chapter 663.

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a financial institution, trust company or holding company. Therefore, the Department is able to grant your request for approval of the corporate name "All American Mortgage Bank, Inc."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Bldg. - 6th Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

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

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ARTICLES OF INCORPORATION

OF

ALL AMERICAN MORTGAGE BANK, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: ALL AMERICAN MORTGAGE BANK, INC.

ARTICLE II

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE III

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE
3550 Biscayne Boulevard, Suite 610
Miami, Florida 33137
(305) 576-2600
FLORIDA BAR NO: 216194

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JOSEPH R. COLLETTI

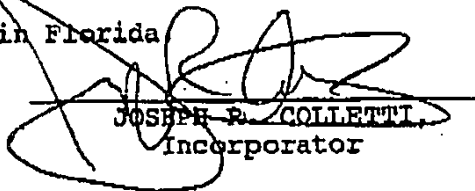
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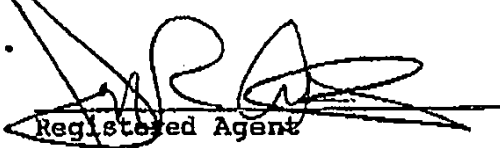
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That ALL AMERICAN MORTGAGE BANK, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 1705 S.W. 11th Street, Ft. Lauderdale, Florida 33312, has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida


JOSEPH R. COLLETTI
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent

DATED: January 14, 1997

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JOSEPH R. COLLETTI