

BANKERS MORTGAGE CORPORATION
INVESTMENTS / MORTGAGES

CHRIS SANTE
President

300 Atlantic Drive, Suite 10
Key Largo, Florida 33037
(305) 451-5880 / 451-5223
Fax: (305) 451-3762

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07/07/97-10123-1004
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9. 07-07-97 JUL 6 1997

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
UPPER KEYS COMMERCE CENTER INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is UPPER KEYS COMMERCE CENTER
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the
transaction of any and all business permitted under the laws of
the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any time is one hundred (100)
shares of common stock, each share having a par value of ONE DOLLAR
(\$1.00).

ARTICLE V - ADDRESS

The initial registered office of this corporation is 300
ATLANTIC DRIVE, KEY LARGO, FL 33037.

The mailing address of this corporation is Post Office Box
3006, KEY LARGO, Florida, 33037.

ARTICLE VI - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold offices for the first year of the corporation's existence, or until their successors are elected or appointed are as follows:

CHRIS SANTE - President / Treasurer
P.O. Box 3006
Key Largo, Fl. 33037

PAM SANTE - Vice President / Secretary
P.O. Box 3006
Key Largo, Fl. 33037

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock in this corporation of the same class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII - DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

CHRIS SANTE - President / Treasurer
P.O. Box 3006
Key Largo, Fl. 33037

ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Sub-Chapter S corporation.

ARTICLE X - SUBSCRIBER

The name and address of the incorporator of this corporation is as follows:

CHRIS SANTE - President / Treasurer
P.O. Box 3006
Key Largo, Fl. 33037

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 1 day of July, 1997.

Chris Sante
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared CHRIS SANTE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 1 day of July, 1997.

Marcia Panse
Notary Public State of Florida

My commission expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept Service of Process for the foregoing corporation at 300 Atlantic Drive, Key Largo, Monroe County, Florida 33037, I hereby accept to act in this capacity and agree to comply with provisions of Chapter 48.901, Florida Statutes relative to keeping said office open.

Chris Sante
Registered Agent - Chris Sante