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NAME: MAGELLAN INTERNATIONAL MORTGAGE CORP.
AUDIT NUMBER.....H9700019803
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Secretary of State

December 3, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MAGELLAN INTERNATIONAL MORTGAGE CORP.
REF: W97000026948

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ARTICLES OF INCORPORATION
OF

MAGELLAN INTERNATIONAL MORTGAGE CORP.

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is MAGELLAN INTERNATIONAL MORTGAGE CORP.

ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

ARTICLE III

This corporation is organized for the purpose of providing mortgage loan services as well as transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The address of the principal office of the Corporation is
50 West Mashta Drive, Suite 4, Key Biscayne, Florida 33149.

This instrument prepared by:
Lisette Salazar, Esq. Fla. bar #0977410

ROBERTS & SALAZAR, L.L.P.

Suite - 2
50 West Mashta Drive
Key Biscayne, Florida 33149

(305) 361-1303

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ARTICLE V

The initial mailing address of this corporation shall be:
50 West Mashta Drive, Suite 4, Key Biscayne, Florida 33149.

ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Ines Ochoa
6480 S.W. 32 Street
Miami, Florida 33155

ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

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ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

ARTICLE XII

The initial street address of the Corporation's registered office is C/O Roberts & Salazar, L.L.P., 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Lisette Salazar.

ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

Lisette Salazar, Esq.
50 West Mashta Drive, Suite 2
Key Biscayne, Florida 33149

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of December, 1997.


Lisette Salazar, Esq.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MAGELLAN

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INTERNATIONAL MORTGAGE CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Lisette Salazar, Esq.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of December, 1997 by Lisette Salazar, Esq., who is personally known to me ✓ or who has produced _____ as identification.

My Commission Expires:


Notary Public, State of Florida



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