

7

P980000/1852

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

200002422292--7
-02/05/98--01053--008
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. AMERIFIRST HOME MORTGAGE CORP.
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" 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

FILED
98 FEB -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB -5 AM 11:25
DIVISION OF CORPORATION

K. Rolfe FEB 5 1998

Examiner's Initials

FILED
98 FEB -5 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERIFIRST HOME MORTGAGE CORP.

The undersigned subscriber to those Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

- ARTICLE I - NAME: The name of the Corporation is AMERIFIRST HOME MORTGAGE CORP.
- ARTICLE II - DURATION: This Corporation shall have perpetual existence.
- ARTICLE III - PURPOSE: To provide mortgage services and any other related services to consumers as allowed by the laws of the State of Florida, The Department of Banking and Finance, and Florida Statute 494.

The full power and authority to do any and all other acts necessary or incidental to the powers herein specifically designed, and to do all and everything necessary to accomplish the objects enumerated in these Articles of Incorporation to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects set forth in these Articles or any amendments thereof.

- ARTICLE IV - CAPITAL STOCK: This Corporation is authorized to issue 1,000 shares of non-par value common stock, which shall be designated "COMMON SHARES".
- ARTICLE V - PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.
- ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT: The Street address of the initial registered office of the Corporation is 7575 W. Flagler #200 Miami, FL 33144 and the name of the initial registered agent of this corporation at that address is Enrique Lazaro.

ARTICLE VII - INCORPORATOR: The name and address of the persons signing these Articles are:

Alejandro E Perez
10272 SW 27 ST
Miami, FL 33165

Ildefonso Perez
10272 SW 27 ST
Miami, FL 33165

Juan A Fernandez
1224 SW 143 CT
Miami, FL 33182

ARTICLE VIII- BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK: Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Alejandro E Perez	50
Ildefonso Perez	25
Juan A Fernandez	25

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETING: Special meetings of shareholders may be called by Certified Mail, Return-Receipt Requested giving five (5) days written notice.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING: Fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - SHAREHOLDERS MEETING REQUIRED: Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, duly called as provided by Law, except as provided for in Article XX.

- ARTICLE XIII- MANAGEMENT OF CORPORATION BY SHAREHOLDERS:
All corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.
- ARTICLE XIV - POWERS: This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE XV - MEETING BY TELEPHONE CONFERENCE:
Shareholders may participate in special meetings by means of telephone conference as provided by Law.
- ARTICLE XVI - ACTION BY SHAREHOLDERS WITHOUT A MEETING:
The shareholders may take action by written consent, as provided by Law.
- ARTICLE XVII- DIVIDENDS: Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.
- ARTICLE XVIII- INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by Law.
- ARTICLE XIX - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.
- ARTICLE XX - NOTICE: Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the Stockholders at the following address:

9240 Sunset Dr., #205
Miami, FL 33173
- ARTICLE XXI - INITIAL DIRECTORS AND OFFICERS: This Corporation shall initially have at least one Director, his name and address is as follows:

Alejandro E Perez - President
10272 SW 27 ST
Miami, FL 33165

Ildefonso Perez - Vice-President
10272 SW 27 ST

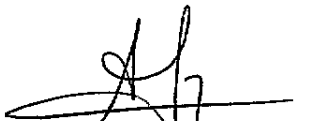
Miami, FL 33165

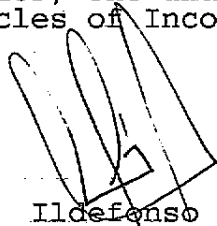
Juan A Fernandez - Vice-President
1224 SW 143 CT
Miami FL 33182

ARTICLE XXII - PRINCIPAL OFFICE ADDRESS: The initial address of the principal office of this Corporation in the State of Florida is 9240 Sunset Dr., #205, Miami, FL 33173. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE XXIII- CONFLICT OF INTEREST: No contract between this Corporation and another Corporation or another individual shall be invalidated by reasons of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other Corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 1st day of February, 1998.


Alejandro E Perez


Ildefonso Perez


Juan A Fernandez

STATE OF FLORIDA)

SS

COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Alejandro E Perez, Ildefonso Perez, Juan A Fernandez known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he, they acknowledged before me that he, they executed those Articles of Incorporation.

WITNESS my hand and seal in the County and State
aforementioned on this 2nd day of February,
1998.

Jenny Coronell
Notary Public
STATE OF FLORIDA

OFFICIAL NOTARY SEAL
JENNY CORONELL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC407434
MY COMMISSION EXP. SEPT 15, 1998

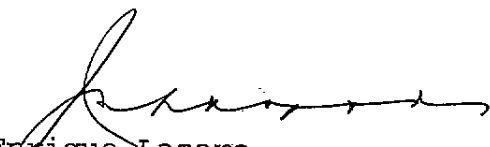
February 1, 1998

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

SUBJECT: AMERIFIRST HOME MORTGAGE CORP.

S T A T E M E N T

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation mentioned above.



Enrique Lazaro
7575 W. Flagler #200
Miami, FL 33144
(305)266-5187

FILED
98 FEB -5 PM 3: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA