

P99000030325
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/29/99--01138--007
*****78.75 *****78.75

SUBJECT: Properties USA Mortgage, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Ana C. Jardines
Name (Printed or typed)

5820 S.W. 38 Street
Address

Miami, Florida 33155
City, State & Zip

(305) 666-3061
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 AM 8:25

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 29 AM 8:25

CERTIFICATE OF INCORPORATION

OF

PROPERTIES USA MORTGAGE, INC.

We, the undersigned hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be: **PROPERTIES USA MORTGAGE, INC.**

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock with a One Dollar, (\$1.00) per value that is authorized to have outstanding at any one time is One Hundred (100) shares.

ARTICLE IV

The amount of Capital with which this Corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V

The capital stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Revision Act of 1958; all of the stocks and securities in lieu of cash or at a just valuation are to be determined by the Board of Directors of this Corporation.

ARTICLE VI

This Corporation is to have perpetual existence.

ARTICLE VII

The principal office of this Corporation shall be:

1826 Ponce de Leon Blvd.
Second Floor
Coral Gables, Florida 33134

ARTICLE VIII

The number of members of the Board of Directors of this Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and Acts of Legislature, shall hold office for the first year of the Corporation's existence or until successors are elected and shall be duly qualified are:

<u>Name</u>	<u>Address:</u>
Ana C. Jardines - President	5820 S.W. 38 Street Miami, Fl. 33155
Ana M. Perez - Secretary	12245 S.W. 105 Lane Miami, Fl. 33186-3624
Julio C. Perez - Treasurer	12245 S.W. 105 Lane Miami, Fl. 33186-3624

ARTICLE IX

The name and post office address of each subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Ana C. Jardines - President	5820 S.W. 38 Street Miami, Fl. 33155
Ana M. Perez - Secretary	12245 S.W. 105 Lane Miami, Fl. 33186-3624
Julio C. Perez - Treasurer	12245 S.W. 105 Lane Miami, Fl. 33186-3624

ARTICLE X

No shareholder of this Corporation may sell or transfer stock in this Corporation except to another individual who is eligible to be a shareholder in this Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholder's meeting, exclusive of the stock to be sold. The shares of stock held by the stockholder proposing to sell or transfer his shares may not be voted or counted for the purpose of said meeting.

ARTICLE XI

The Corporation shall have the further right and power to; from time to time determine whether and to what extent and at what time and places and under what conditions and regulations the accounting books of this Corporation (other than the stock books) or any of them, shall be open to the inspection of the stockholder, and no stockholder shall have the right of inspecting any account book or document of this Corporation except as conferred by statute, unless authorized by resolution of the stockholders or the Board of Directors.

ARTICLE XII

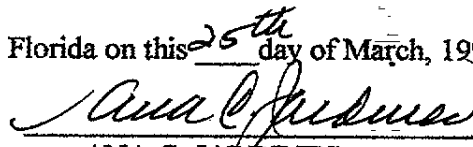
The Corporation in its By-Laws, may confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings and to have one or more Officers within and without the State of Florida, and to keep the books of this Corporation (subject to the provisions of this statute) outside the State of Florida, at such places as may, from time to time, be designated by the Board Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereafter prescribed by Statute, and all rights conferred upon the Stockholders herein, are granted subject to this reservation.

We, the undersigned, being the only original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring that the facts herein above stated are true and so respectively agree to abide by the Articles as herein stated.

SUBSCRIBED AT MIAMI, Dade County, Florida on this 25th day of March, 1999.


ANA C. JARDINES

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared ANA C. JARDINES,
who after being first duly sworn and under oath, deposes and states that she signed the
above and foregoing Certificate of Incorporation on this 25th day of March, 1999.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

OFFICIAL NOTARY SEAL
MARGARITA CARDWELL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC551917
MY COMMISSION EXP. MAY 11 2001

**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Properties USA Mortgage, Inc.**

2. The name and address of the registered agent and office is:

Ana C. Jardines
1826 Ponce de Leon Blvd.
Second Floor
Coral Gables, Fl. 33134



Ana C. Jardines

Title: President

Date: March 25th, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



ANA C. JARDINES
Registered Agent

Date: March 25th, 1999

99 MAR 29 AM 8:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS