

LAW OFFICES
JEFFREY E. LEVEY, P.A.
NationsBank Tower at International Place
100 S.E. 2nd Street
Suite 1250
Miami, Florida 33131

Jeffrey E. Levey

Telephone: (305) 374-4900
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Michele Haft Hudson

March 6, 1995

via FedEx

Secretary of State
Division of Corporations
409 E. Pine Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation of
Continental Mortgage Group, Corp. (the "Corporation")

Dear Sir/Madam:

In connection with the above referenced matter, I am enclosing
the following for filing with the Secretary of State:

1. Two original executed copies of the Corporation's
Articles of Incorporation; and
2. Two original executed copies of the Corporation's
Registered Agent Certificate.

Also enclosed is a check made payable to the Secretary of
State in the amount of \$122.50 to cover the cost of the following
filing fees:

- | | |
|---------------------------------|--------------|
| 1. Profit Florida Corporation | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified Copy of Articles | <u>52.50</u> |

Total Filing Fees	<u>\$122.50</u>
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Please return the certified copy of the Articles of
Incorporation and Registered Agent Certificate to me via Federal
Express using the enclosed, pre-addressed label.

Thank you for your attention to these matters.

Very truly yours,

R. Ramphal
Roscina A. Ramphal
(Assistant to Jeffrey E. Levey)

/rar

Encl.

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95 MAR - 8 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 9 1995

ARTICLES OF INCORPORATION
OF
CONTINENTAL MORTGAGE GROUP CORP.

FILED
95 MAR -8 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Continental Mortgage Group Corp. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of this Corporation is 2665 South Bayshore Drive, Suite

1002, Miami, Florida 33133; and the name of the initial registered agent of this Corporation is Warren P. Weiser.

ARTICLE V - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of this Corporation is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be either increased or decreased from time to time as provided in the Corporation's Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Warren P. Weiser
2665 South Bayshore Drive
Suite 1002
Miami, Florida 33133

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jeffrey E. Levey, Esquire
Jeffrey E. Levey, P.A.
NationsBank Tower at International Place
100 S.E. 2nd Street
Suite 1250
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this 6th day of
March, 1995.



Jeffrey E. Levey
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Continental Mortgage Group Corp. (the "Corporation"), desiring
to organize under the laws of the State of Florida, has named Warren P. Weiser
as its agent to accept service of process within this state.

Continental Mortgage Group Corp.
2665 South Bayshore Drive
Suite 1002
Miami, Florida 33133

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation,
at the place designated in this Certificate, I hereby agree to act in this
capacity, and further, agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties, and I accept
the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 4th day of March, 1995.


Warren P. Weiser, Registered Agent

FILED
95 MAR -8 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA