

LAW OFFICES OF  
**JUAN J. PILES, P.A.**

A Professional Association  
5200 Blue Lagoon Drive  
Suite 410

Miami, Florida 33126  
Telephone: (305) 541-3777  
Telecopier: (305) 266-3892

PO20000008293

Tuesday, January 08, 2002

Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

300004761663--3  
-01/09/02--01026--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **British Mortgage Group, Inc.**

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for British Mortgage Group, Inc. Please note that the department had previously cashed a check for the incorporation of British Mortgage Bankers, Inc.

If that check credit is no longer available, please use the enclosed check number 1235 in the amount of \$70.00 for payment of same.

If you have any questions or need further information, please do not hesitate to contact the undersigned.

Sincerely,

JUAN J. PILES, P.A.

Juan J. Piles, Esq.  
For the Firm

Enclosure

2555

W02-1062

FILED  
2002 JAN 24 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SC 1/24/02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED

2002 JAN 24 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

January 14, 2002

JUAN J. PILES, ESQUIRE  
5200 BLUE LAGOON DRIVE  
SUITE 410  
MIAMI, FL 33126

SUBJECT: BRITISH MORTGAGE GROUP, INC.  
Ref. Number: W02000001062

We have received your document for BRITISH MORTGAGE GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 402A00001825

ARTICLES OF INCORPORATION  
OF  
BRITISH MORTGAGE GROUP, INC.

FILED

2002 JAN 24 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these 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 shall be BRITISH MORTGAGE GROUP, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 5200 Blue Lagoon Drive, Suite 410, Miami, Florida 33126, and the name of the initial Registered Agent for the corporation at that address is Juan J. Piles, Esq.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Elizabeth L. Maloff  
2355 Salzedo Street, Suite 204-B  
Coral Gables, Florida 33134

ARTICLE IX INCORPORATOR

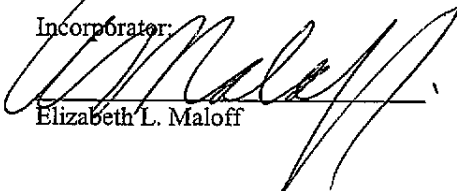
The name and address of the incorporator is:

Elizabeth L. Maloff  
2355 Salzedo Street, Suite 204-B  
Coral Gables, Florida 33134

FILED  
2002 JAN 24 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2002. IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21 day of January,

Incorporator:

  
Elizabeth L. Maloff

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 2355 Salzedo Street, Suite 204-B, Coral Gables, Florida 33134, has named Juan J. Piles, Esq. whose address is 5200 Blue Lagoon Drive, Suite 410, Miami, Florida 33126 as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
Juan J. Piles, Esq.