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ACCOUNT NO. : 072100000032

REFERENCE : 445266 7236924

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
01 AUG 27 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 27, 2001

ORDER TIME : 11:28 AM

ORDER NO. : 445266-015

CUSTOMER NO: 7236924

CUSTOMER: Gary A. Korn, Esq
Leopold, Korn & Leopold,
P.A.
20801 Biscayne Blvd.
Ste. 501, Aventura Corp Center
Aventura, FL 33180

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DOMESTIC FILING

NAME: MORTGAGE INVESTMENT GROUP 31,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

(4)

NO FILING FEE
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

2001 AUG 27 PM 12:14

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

BK

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MORTGAGE INVESTMENT GROUP 31, LTD.**

WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq., of the Florida Statutes, do hereby certify:

1. The name of the entity under which such Limited Partnership is to be conducted is MORTGAGE INVESTMENT GROUP 31, LTD.

2. The address of the office of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.

3. The agent for service of process upon the Limited Partnership is HARVEY BIRDMAN, whose address is 307 South 21st Avenue, Hollywood, Florida 33020.

4. The name and business address of the sole general partner of the Limited Partnership is MIAMI RIVER HOTEL LC, a Florida limited liability company, 307 South 21st Avenue, Hollywood, Florida 33020.

5. The name and business address of the sole limited partner of the Limited Partnership is GARY A. KORN, Trustee, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.

6. The mailing address of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.

7. The latest date upon which the Limited Partnership is to dissolve is January 1, 2010.

DATED this 10th day of August, 2001.

GENERAL PARTNER:

MIAMI RIVER HOTEL LC, a Florida limited liability company

By: _____

HARVEY BIRDMAN, Managing Member

LIMITED PARTNER:

GARY A. KORN, Trustee

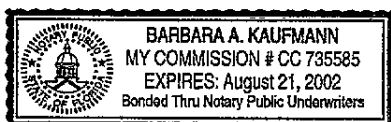
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) SS:

The foregoing instrument was acknowledged before me this 10th day of August, 2001, by HARVEY BIRDMAN, as Managing Member of MIAMI RIVER HOTEL LC, a Florida limited liability company, who is personally known to me.

My Commission Expires:



Barbara A. Kaufmann
Notary Public, State of Florida
Print Name: Barbara A. Kaufmann

LEOPOLD, KORN & LEOPOLD, P.A.

20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500

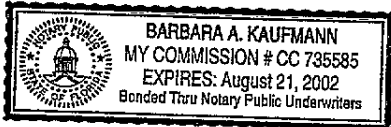
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this 10th day of August, 2001 by GARY A. KORN, Trustee who is personally known to me.

My Commission Expires:

Barbara A. Kaufmann
Notary Public, State of Florida

Print Name: Barbara A. Kaufmann



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for MORTGAGE INVESTMENT GROUP 31, LTD., a Florida Limited Partnership.

Harvey Birdman
HARVEY BIRDMAN, Registered Agent

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared HARVEY BIRDMAN ("Affiant"), who being first duly sworn, upon oath, states as follows:

1. That Affiant is the Managing Member of MIAMI RIVER HOTEL LC, a Florida limited liability company (the "Company"), and is duly authorized to execute this Affidavit on behalf of the Company.

2. That the Company is the sole general partner of MORTGAGE INVESTMENT GROUP 31, LTD., a Florida limited partnership (the "Limited Partnership") and GARY A. KORN, Trustee is the sole limited partner of the Limited Partnership.

3. That the amount of the capital contribution of the sole limited partner and the amount anticipated to be contributed by the sole limited partner is as follows:

Amount contributed: \$ 100.00

Amount anticipated
to be contributed \$ 999,900.00

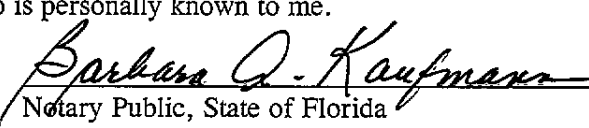
FURTHER AFFIANT SAYETH NOT.



HARVEY BIRDMAN - Affiant

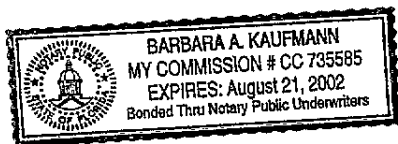
SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 10th day of August, 2001, by HARVEY BIRDMAN, Affiant, who is personally known to me.

My Commission Expires:



Notary Public, State of Florida

Print Name: Barbara A. Kaufmann



LEOPOLD, KORN & LEOPOLD, P.A.

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