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(Business Entity Name)

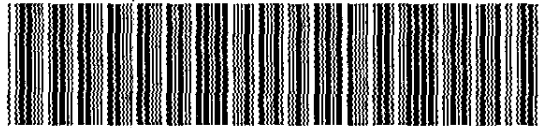
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 865406 7236924
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 1785.00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 27, 2004
ORDER TIME : 11:48 AM
ORDER NO. : 865406-005
CUSTOMER NO: 7236924
CUSTOMER: Gary A. Korn, Esq
Leopold, Korn & Leopold, P.a.
Suite 501
20801 Biscayne Blvd.
Aventura, FL 33180

DOMESTIC FILING

NAME: MORTGAGE INVESTMENT GROUP 45,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MORTGAGE INVESTMENT GROUP 45, LTD.**

FILED
04 AUG 27 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 45, 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 LOUIS 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 GRAND VENEZIA CLEARWATER L.L.C., 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, 2015.

DATED this 26th day of August, 2004.

GENERAL PARTNER:

GRAND VENEZIA CLEARWATER L.L.C., a Florida limited liability company

By: **SUNVEST RESORT COMMUNITIES L.C.**, a Florida limited liability company, its Manager

By: 

HARVEY BIRDMAN, Manager

LIMITED PARTNER:



GARY A. KORN, Trustee

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

The foregoing instrument was acknowledged before me this 26th day of August, 2004, by HARVEY BIRDMAN, as Manager of SUNVEST RESORT COMMUNITIES L.C., a Florida limited liability company, the Manager of GRAND VENEZIA CLEARWATER L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:



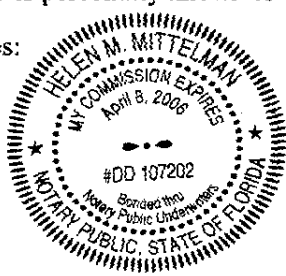
[Signature]
Notary Public, State of Florida

Print Name: _____

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 26th day of August, 2004, by GARY A. KORN, Trustee, who is personally known to me.

My Commission Expires:



[Signature]
Notary Public, State of Florida

Print Name: _____

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 45, LTD., a Florida Limited Partnership.

[Signature]

LOUIS BIRDMAN, Registered Agent

AFFIDAVIT

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

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

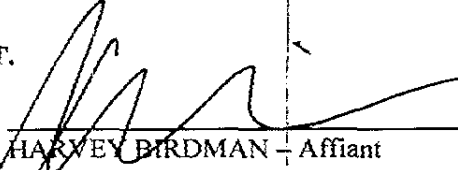
1. That Affiant is the Manager of SUNVEST RESORT COMMUNITIES L.C., a Florida limited liability company, the Manager of GRAND VENEZIA CLEARWATER L.L.C., a Florida limited liability company (the "Company"), and is duly authorized to execute this Affidavit on behalf of the Company.

2. That the Company is the sole general partner of MORTGAGE INVESTMENT GROUP 45, 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 26th day of August, 2004, by HARVEY BIRDMAN, Affiant, who is personally known to me.

My Commission Expires:



Notary Public, State of Florida

Print Name: _____

