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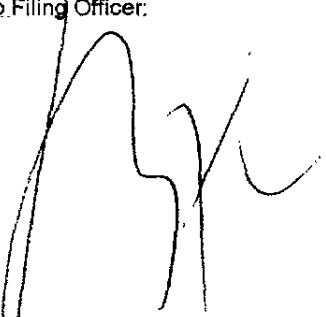
PICK-UP WAIT MAIL

(Business Entity Name)

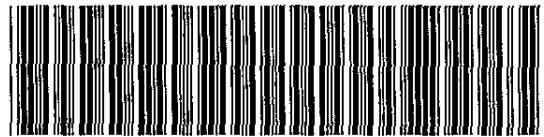
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 540799 7236924

AUTHORIZATION :

COST LIMIT : \$ 1785.00

ORDER DATE : August 15, 2005

ORDER TIME : 9:53 AM

ORDER NO. : 540799-005

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 58,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MORTGAGE INVESTMENT GROUP 58, 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 58, LTD.**

2. The address of the office of the Limited Partnership is 425 North Federal Highway, Hallandale, Florida 33009.

3. The agent for service of process upon the Limited Partnership is **HARRIS FRIEDMAN**, whose address is 425 North Federal Highway, Hallandale, Florida 33009.

4. The name and business address of the sole general partner of the Limited Partnership is **SUNVEST SLW DEVELOPMENT, L.L.C.**, a Florida limited liability company, 425 North Federal Highway, Hallandale, Florida 33009.

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 425 North Federal Highway, Hallandale, Florida 33009.

7. The latest date upon which the Limited Partnership is to dissolve is January 1, 2015.

DATED this 11th day of August, 2005.

GENERAL PARTNER:

SUNVEST SLW DEVELOPMENT, L.L.C., a Florida limited liability company

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

By:

HARRIS-FRIEDMAN, Manager

LIMITED PARTNER:

GARY A. KORN, Trustee

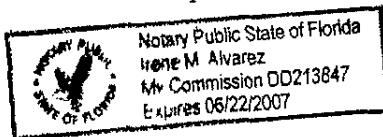
[Notarial acknowledgments continued on next page]

[Notarial acknowledgments continued from previous page]

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

The foregoing instrument was acknowledged before me this 17th day of August, 2005, by HARRIS FRIEDMAN, Manager of SUNVEST RESORT COMMUNITIES, L.C., a Florida limited liability company, Manager of SUNVEST SLW DEVELOPMENT, L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:

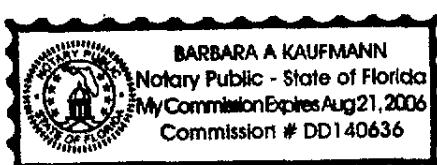


Notary Public, State of Florida

Print Name: Mark M. Alvarez

The foregoing instrument was acknowledged before me this 11th day of August, 2005, by GARY A. KORN, Trustee, who is personally known to me.

My Commission Expires:



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 58, LTD., a Florida Limited Partnership.

HARRIS FRIEDMAN, Registered Agent

LEOPOLD, KORN & LEOPOLD, P.A.

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

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared HARRIS FRIEDMAN ("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 SUNVEST SLW DEVELOPMENT, 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 58, 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:

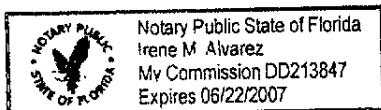
Amount contributed:	\$ 100.00
Amount anticipated to be contributed	\$ 999,900.00

FURTHER AFFLANT SAYETH NOT.

HARRIS FRIEDMAN - Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 11th day of August, 2005, by HARRIS FRIEDMAN, Affiant, who is personally known to me.

My Commission Expires:



Notary Public, State of Florida

Print Name: Wanell Alvarez

LEOPOLD, KORN & LEOPOLD, P.A.
20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500