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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 0721000003

REFERENCE : 102784 8690A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 30, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 102784

CUSTOMER NO: 8690A

CUSTOMER: Gary Korn, Esq
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

DOMESTIC FILING

NAME: MORTGAGE INVESTMENT GROUP 12,
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 30 PM 12:46

200001964632
-10/03/96--01109--015
***1785.00 ***1785.00

200001964692
-10/03/96--01109--016
*****52.50 *****52.50

G. TAX _____
FILING -----1750.00
R. AGENT FEE 35.00
C. COPY 5.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

RECEIVED
96 SEP 30 AM 11:32
DIVISION OF CORPORATIONS

13K
9/30/96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MORTGAGE INVESTMENT GROUP 12, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 30 PM 4:16

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 12, 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 **VACATION INVESTMENT PLAN, INC.**, a Florida corporation, 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**, 20803 Biscayne Boulevard, 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 26th day of September, 1996.

GENERAL PARTNER:

VACATION INVESTMENT PLAN, INC.,
a Florida corporation

By: 
HARVEY BIRDMAN, Vice-President

LIMITED PARTNER:

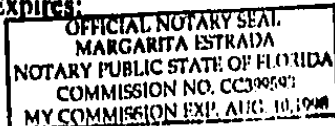

GARY A. KORN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
8 SEP 30 PM 12:46

The foregoing instrument was acknowledged before me this 26th day of September, 1996, by HARVEY BIRDMAN, as Vice-President of VACATION INVESTMENT PLANS INC., a Florida corporation, on behalf of the corporation, who is personally known to me and who did take an oath.

My Commission Expires:



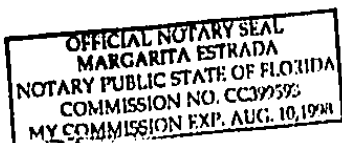
Margarita Estrada
Notary Public, State of Florida

Print Name: MARGARITA ESTRADA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

foregoing instrument was acknowledged before me this 26th day of September, 1996, by GARY A. KORN, who is personally known to me and who did take an oath.

My Commission Expires:



Margarita Estrada
Notary Public, State of Florida

Print Name: MARGARITA ESTRADA

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 12, LTD., a Florida Limited Partnership.

Harvey Birdman
HARVEY BIRDMAN,
Registered Agent

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED STATE
SECRETARY OF CORPORATIONS
96 SEP 30 PM 12:46

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 Vice-President of **VACATION INVESTMENT PLAN, INC.**, a Florida corporation ("Corporation"), and is duly authorized to execute this Affidavit on behalf of the Corporation.

2. That the Corporation is the sole general partner of **MORTGAGE INVESTMENT GROUP 12, LTD.**, a Florida Limited Partnership (the "Limited Partnership") and **GARY A. KORN** 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 \$1,299,900.00

FURTHER AFFIANT SAYETH NOT.



HARVEY BIRDMAN -- Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 21st day of September, 1996, by **HARVEY BIRDMAN**, Affiant, who is personally known to me and who did take an oath.

My Commission Expires:



Notary Public, State of Florida

Print Name: _____

