

H10179

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MERGER OR SHARE EXCHANGE

JUPITER MORTGAGE CORPORATION

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CAPITAL FUNDING OF SOUTH FLORIDA, INC., a Florida corporation,
P94000063576

INTO

JUPITER MORTGAGE CORPORATION, a Florida entity, H10179

File date: September 30, 1999

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 30, 1999

JUPITER MORTGAGE CORPORATION
1070 E INDIANTOWN RD 410
JUPITER, FL 33477

SUBJECT: JUPITER MORTGAGE CORPORATION
REF: H10179

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000024539
Letter Number: 899A00047758

Darlene,
Please give us the first date of submission, September 30, 1999.

Thank you.

Mary Lee Liggett
Mary Lee Liggett

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**ARTICLES OF MERGER
OF
CAPITAL FUNDING OF SOUTH FLORIDA, INC.
AND
JUPITER MORTGAGE CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Capital Funding of South Florida, Inc., a Florida corporation, and Jupiter Mortgage Corporation, a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Capital Funding of South Florida, Inc. ("Capital") and Jupiter Mortgage Corporation ("Jupiter").
2. Capital is hereby merged with and into Jupiter and the corporate existence of Capital shall cease. Jupiter is the surviving corporation in the merger. The Articles of Incorporation and the By-Laws of Jupiter shall be the Articles of Incorporation and By-Laws of the surviving corporation. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Capital on September 17, 1999 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Jupiter on September 17, 1999 by written consents in lieu of holding special meetings, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

Prepared by:
Brian M. Garcia, Esq.
One Southeast Third Avenue, 28th Floor
Miami, Florida 33131
Tel: (305) 374-5600
Florida Bar No. 0099457

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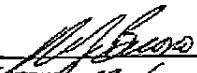
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The parties have caused these Articles of Merger to be executed as of September 29, 1999.

**CAPITAL FUNDING OF SOUTH FLORIDA,
INC.**

By: 
Name: Nelson A. White
Title: Chairman of the Board

JUPITER MORTGAGE CORPORATION

By: 
Name: Michael Brown
Title: CEO

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EXHIBIT A**PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of September 17, 1999 by and between Capital Funding of South Florida, Inc., a Florida corporation ("Capital") and Jupiter Mortgage Corporation, a Florida corporation (the "Company").

RECITALS

The boards of directors and sole shareholder of Capital and the Company have determined that it is advisable and in the best interest of each such corporation that Capital be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I**The Merger**

At the Effective Time (as defined in Article V hereof), Capital shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Capital shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

At the Effective Time, the directors of the Surviving Corporation shall be the directors of the Company immediately prior to the effective date and shall remain until their successors are elected and have qualified.

ARTICLE III**Manner and Basis of Converting Shares**

At the Effective Time, each share of common stock of Capital, issued and outstanding immediately prior to the Effective Time, shall be automatically converted by virtue of the Merger and without any action by the holder thereof into the right to receive .01 shares of Common Stock, \$1.00 par value per share of the Surviving Corporation immediately following the Effective Time.

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ARTICLE IV**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Capital shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Capital shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V**Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

CAPITAL FUNDING OF SOUTH FLORIDA, INC.

By: [Signature]
Name: Nelson A. Lofe
Title: CHAIRMAN OF THE BOARD

JUPITER MORTGAGE CORPORATION

By: [Signature]
Name: Michael Bruno
Title: CEO

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