

LAW OFFICES OF
STANLEY JAY BARTEL, ESQ.

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L010000010364

June 22, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

300004439543--9
-06/27/01--01004--004
*****25.00 *****25.00

Re: Articles of Organization - Plantation Mortgage Funding Group, L.L.C.

300004439543--9
-06/25/01--01112--026
****100.00 ****100.00

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Organization for the above-named company, together with my check in the amount of \$100.00 to cover incorporation fees.

Kindly send us a Certificate of Organization, Acknowledgment of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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SJB:ma

Enclosures: Original and two (2) copies of Articles of Organization; Check in the amount of \$100.00

ARTICLES OF ORGANIZATION OF PLANTATION MORTGAGE FUNDING GROUP, L.L.C.

The undersigned, being a duly authorized representative of the company, does hereby organize, execute and file with the Department of State of the State of Florida, under Chapter 608 of the Florida Statutes, the following Limited Liability Company:

ARTICLE I

NAME

The name of this limited liability company shall be:

PLANTATION MORTGAGE FUNDING GROUP, L.L.C.

ARTICLE II

NATURE OF BUSINESS

The organization may engage in any activity or business permitted under the laws of the United States or the State of Florida. It is anticipated that it will specialize in the acquisition, sale, disposition and mortgaging of real property in the State of Florida, all of which, however, shall be exclusively in private investments or private lending transactions and none of which will involve holding out the organization or any representative or manager of the organization to the public, in any manner, as being in the land or mortgage lending business.

ARTICLE III

MANAGER - MANAGED COMPANY

This organization is a manager- managed company within the meaning of Fla. Stat. 608.402(19) whereby it is a limited liability company which is designated to be managed by a

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manager in its Articles of Organization and by all operating agreements which may affect its operation.

ARTICLE IV

ORGANIZATIONAL EXISTENCE

The date of initial organizational existence of this limited liability company shall be the date when its Articles of Organization are filed with the Department of State of the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be: 46 Southwest First Street, 4th Floor, Miami, FL 33130.

ARTICLE VI

INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent for Service of Process upon the company, in this State is: Stanley Jay Bartel, Esq., 46 Southwest First Street, 4th Floor, Miami, FL 33130.

ARTICLE VII

MANAGEMENT

This company, pursuant to Fla. Stat. 608.407(1)(b), is a limited liability company to be managed by one (1) manager. That manager, to serve for a period of one (1) year from the date of the filing of these Articles with the Secretary of State or until replaced or resigned, is: Stanley Jay Bartel, Esq., 46 Southwest First Street, 4th Floor, Miami, FL 33130.

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ARTICLE VIII

DURATION OF ORGANIZATIONAL EXISTENCE

The period of duration for this limited liability company shall be five (5) years from the date of filing of these Articles with the Florida Secretary of State. Such period of duration, however, may be amended by the adoption of an Amendment to these Articles in conformity with the requirements of Chapter 608 of the Florida Statutes.

ARTICLE IX

MEMBERS

The initial members of this limited liability company shall include its initial manager and at least one (1) other additional member. The rights of the managing member, insofar as his entitlement to share in the profits and losses of the company, shall be set forth in a written agreement to be signed by the managing member and all other additional members. Absent a written agreement between the managing member and all other members to the contrary, the managing member shall be entitled to no more than one (1%) percent of the net profits of the company each year. The remaining ninety nine (99%) percent of the profits of the company shall be divided among the other remaining members in proportion to their respective capital contributions for their respective memberships.

ARTICLE X

IDENTITY OF ADDITIONAL MEMBERS

The identity of additional members of this limited liability company, other than the managing member whose name and address is reflected above, shall be and remain confidential and subject to disclosure only as required by the laws of the State of Florida or the rules and regulations of the Internal Revenue Service; otherwise, the identity and address of all members,

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other than the managing member, shall be and remain confidential.

ARTICLE XI

AMENDMENTS

These Articles of Organization may be amended by the affirmative vote of the managing member plus a majority of all other non-managing members voting in proportion to their investment in this limited liability company.

ARTICLE XII

REPLACEMENT OF MANAGING MEMBER

In the event of the death or disability of the manager-member, above-named, or his replacement, if any, the remaining non-managing members, in proportion to their investment, shall be entitled to elect, by a majority vote, the replacement managing member of this limited liability company.

ARTICLE XIII

AUTHORITY OF MANAGER

The initial manager of this organization, above-named, and his successor(s), are hereby authorized to alone sign and deliver any instrument transferring or affecting the company's interest in real or personal property. Any third party may rely upon the apparent authority of the manager to carry on any and all business on behalf of the company, without the necessity of obtaining the authority or approval of any other person, firm or corporation whatsoever, including the approval of any non-manager member.

ARTICLE XIV

CERTIFICATES OF INTEREST

The manager, and the non-managing members, at their election, may determine to issue

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Certificates of Interest in favor of all members of the company, so as to continuously reflect their respective interests of record for purposes of determining their voting rights. Any and all such Certificates, however, shall be deemed confidential documents, as between the non-managing members and the corporation, in pursuance of the requirement, above set forth, of maintaining confidentiality as to the identity and addresses of all non-managing members of this organization. Such Certificates, therefore, shall be and remain outstanding solely for the purpose of establishing voting rights as between non-managing members and the organization. They shall not be deemed documents which are in the public domain.

ARTICLE XV

**AUTHORIZATION TO EXECUTE AND SUBMIT INITIAL ARTICLES
OF ORGANIZATION**

The managing member, above-named, has been authorized by all non-managing members of this organization, who have initially subscribed to a beneficial interest in this organization, to execute and file these Articles with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned, as the designated representative of the organization and its initial managing members, has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber, the foregoing Articles of Organization on this the 22nd day of June, 2001.


STANLEY JAY BARTEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA:
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared STANLEY JAY BARTEL who is personally known to the undersigned and who did take an oath, who deposes and states that he has read and subscribed to the above and foregoing Articles of Organization and that the facts set forth therein are true and that he has freely and voluntarily executed same, for the uses and purposes therein expressed.

In accordance with the provisions of Fla. Stat. 608.408(3) the execution of the above and foregoing documents, by the above-described member and manager, constitutes an affirmation under the penalties of perjury that the facts stated above are true.


STANLEY JAY BARTEL

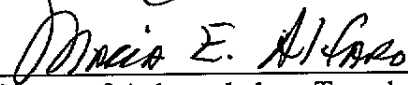
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 22nd day of June, 2001.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My Commission Expires:



Maria E. Alfaro
MY COMMISSION # CC986356 EXPIRES
December 6, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PLANTATION MORTGAGE FUNDING GROUP, L.L.C. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 46 Southwest First Street, 4th Floor, Miami, Floirida 33130 has designated Stanley Jay Bartel, 46 Southwest First Street, 4th Floor, Miami, FL 33130, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Stanley Jay Bartel, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA