

MAY-30-2000 17:29

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EFFECTIVE DATE

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AMEI-CAP HAYHURST MORTGAGE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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MAY-30-2000 17:30

EMPIRE CORP

EFFECTIVE DATE

05-30-00

305 541 3770 P.02/06

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ARTICLES OF INCORPORATION
OF

AMERI-CAP HAYHURST MORTGAGE, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP HAYHURST MORTGAGE, INC.

The mailing address for the Corporation is:

150 South Pine Island Road
Plantation, FL 33324

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
150 S. PINE ISLAND ROAD, SUITE 500
PLANTATION, FL 33324
Tel: (954) 577-9177
Fax: (954) 577-9883

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PLANTATION, FLORIDA

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ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.01 par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Maynard J. Hellman, Esq.	150 S. Pine Island Road Suite 500 Plantation, FL 33324	1

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

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ARTICLE VIIIINITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

NAMEADDRESS

Maynard J. Hellman, Esquire


150 S. Pine Island Road, Suite 500
Plantation, FL 33324ARTICLE IXINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 South Pine Island Road, Suite 500, Plantation, FL 33324, and the name of the initial Registered Agent of this corporation at that address is Maynard J. Hellman, Esquire.

ARTICLE XINDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this 30th day of May, 2000.



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STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

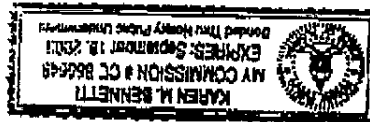
BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida, this 30th day of May, 2000.



Notary Public, State of Florida at Large

My Commission Expires:



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AMERI-CAP HAYHURST MORTGAGE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

_____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST, THAT AMERI-CAP HAYHURST MORTGAGE, INC. IS DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 150 SOUTH PINE ISLAND ROAD, SUITE 500,
PLANTATION, BROWARD COUNTY, STATE OF FLORIDA. HAS NAMED MAYNARD J.
HELLMAN, ESQ., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____

Title: _____ Subscriber

Date: _____ May 30, 2000

00 MAY 31 PM 2:06
STATE
FLORIDA

FILED

Having been named to accept services of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

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Signature: _____

(Registered Agent)

Date: _____ May 30, 2000