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*Lester M. Rogers*

ATTORNEY AT LAW

August 17, 2000

State of Florida  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/18/00--01063--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Mortgage Bankers of North America, Corporation

Dear Sirs/Mam:

Enclosed please find original and two (2) copies of the Articles of Incorporation for the aforementioned company. Please file the original and return to this office a Certificate and a Certified Copy.

We are enclosing a check in the amount of \$87.50 for the filing of the same.

Thank you for your attention in this matter.

Sincerely,

*Lester M. Rogers*

LESTER M. ROGERS, ESQ.

LMR/av

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-20792

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 23, 2000

LESTER M. ROGERS, ESQ.  
1401 NW 17TH AVE.  
MIAMI, FL 33125

SUBJECT: MORTGAGE BANKERS OF NORTH AMERICA, CORPORATION  
Ref. Number: W00000020792

We have received your document for MORTGAGE BANKERS OF NORTH AMERICA, CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

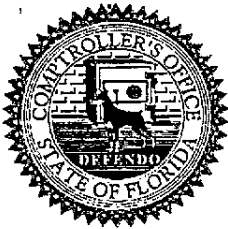
Division of Banking  
Director's Office  
101 E. Gaines St.  
Fletcher Bldg., 6th Floor.  
Tallahassee, FL 32399-0350.  
(850) 410-9111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist

Letter Number: 200A00045310



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

August 30, 2000

Lester M. Rogers, Esq.  
Attorney at Law  
1401 Northwest 17<sup>th</sup> Avenue  
Miami, Florida 33125


Dear Mr. Rogers:

Re: "Mortgage Bankers of North America Corporation"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as to conduct business in the state of Florida.

Sincerely,



Alex Hager  
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

Rick White – Division of Securities/Finance

ARTICLES OF INCORPORATION

of

MORTGAGE BANKERS OF NORTH AMERICA, CORPORATION

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be MORTGAGE BANKERS OF NORTH AMERICA, CORPORATION, and the mailing address of the corporation shall be P.O. Box 452000, Miami, Florida 33245-2000.

ARTICLE II-EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III-ACTIVITIES

The corporation is entitled to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV-STOCK

The corporation is authorized to issue the following capital stock:

<u>No. Share</u>	<u>Classification</u>	<u>Par Value</u>
100	Common	\$1.00

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation as a just value fixed by the Board of Directors.

ARTICLE V-STOCK VALUE

All said stock and value thereof are issued in accordance with

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section 1244 of the Internal Revenue Code and Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period of not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

#### ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1401 N.W. 17th Avenue, Miami, Florida 33125 and the mailing address of the initial registered office of the corporation is P.O. Box 452000, Miami, Florida 33245-2000. The name of the initial registered agent of this Corporation, at the above addresses is: LESTER M. ROGERS, ESQ.

#### ARTICLE VII-BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one (1). The name and mailing address of the initial director of this corporation is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
BEATRIZ GARRIDO	P.O. Box 452000 Miami, FL 33245-2000

#### ARTICLE VIII-INCORPORATOR

The name and mailing address of the incorporator of the corporation is BEATRIZ GARRIDO, P.O. Box 452000, Miami, FL 33245-2000.

#### ARTICLE IX-INITIAL OFFICERS

The names and addresses of the initial Officers of this Corporation are as follows:

NAME  
BEATRIZ GARRIDO

MAILING ADDRESS  
P.O. Box 452000  
Miami, Florida 33245-2000

OFFICE  
President

ARTICLE X-INDEMNIFICATION OF OFFICERS

The Corporation shall indemnify any and all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done on behalf of the Corporation.

ARTICLE XI-SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have first lien on the share of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE XII-CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modification.

The Board of Directors and the Shareholders, by a majority vote shall have the power to adopt, alter, amend or repeal the bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 17 day of August, 2000.

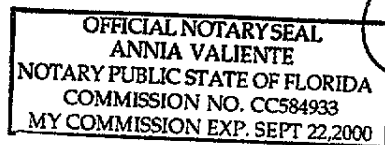
  
BEATRIZ GARRIDO

STATE OF FLORIDA     )  
                                  SS  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared BEATRIZ GARRIDO to me well known and known to me to be the person described in and has produced her \_\_\_\_\_ as

identification and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal this 17 day of August 2000.



*[Signature]*  
Notary Public, State of  
Florida at Large  
Commission No.: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE 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:

First, That MORTGAGE BANKERS OF NORTH AMERICA, CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami County of Miami-Dade, State of Florida has named LESTER M. ROGERS, ESQ. located at 1401 N.W. 17th Avenue, City of Miami, County of Miami-Dade, State of Florida, Zip Code 33125 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: *[Signature]*  
Resident Agent  
LESTER M. ROGERS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA