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Florida Department of State
Division of Corporations
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EFFECTIVE DATE
12-06-00

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

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

FLORIDA PROFIT CORPORATION OR P.A.

AMERI-CAP MORTGAGE WHOLESALE LENDING, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

AMERI-CAP MORTGAGE WHOLESALE LENDING, INC.

EFFECTIVE DATE
12-06-00

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 MORTGAGE WHOLESALE LENDING, INC.

The mailing address for the Corporation is:

150 South Pine Island Road
Plantation, FL 33324

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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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CAPITAL 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 V

PRE-EMPTIVE RIGHTS

The shareholders of the Corporation shall be granted no pre-emptive rights to acquire the Corporation's unissued shares.

ARTICLE VI

INITIAL CAPITAL CONTRIBUTION

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

ARTICLE VII

SUBSCRIBERS

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

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ARTICLE VIII

DIRECTORS

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).

ARTICLE IX

INITIAL 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:

NAME

ADDRESS

Maynard J. Hellman, Esquire

150 S. Pine Island Road, Suite 500
Plantation, FL 33324

ARTICLE X

INITIAL 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 XI

INDEMNIFICATION

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

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DATED this 6th day of December, 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 6th day of December, 2000.



Notary Public, State of Florida at Large

My Commission Expires:



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AMERI-CAP MORTGAGE WHOLESALE LENDING, 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 MORTGAGE WHOLESALE LENDING, 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: _____ December 6, 2000 _____

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.

Signature: _____

(Registered Agent)

Date: _____ December 6, 2000 _____

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