

PO1000011907

Florida Department of State
Division of Corporations
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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.

hayhurst mortgage, inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 01 2001

PO 1000012910
ARTICLES OF INCORPORATION

(6)

OF

HAYHURST MORTGAGE, INC.

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: HAYHURST MORTGAGE, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2601 SOUTH BAYSHORE DRIVE, SUITE 250, COCONUT GROVE, FLORIDA 33133.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE VI
INITIAL REGISTERED AGENT

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: COLEEN O'LEARY HENDERSON, ESQ.

INITIAL REGISTERED OFFICE: 2601 SOUTH BAYSHORE DRIVE, SUITE 250, COCONUT GROVE, FLORIDA 33133.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The Names and addresses of the initial Board of Directors are: PATRICIA I. HAYHURST AND JONATHAN KISLAK AT 2601 SOUTH BAYSHORE DRIVE, SUITE 250, COCONUT GROVE, FLORIDA 33133.

ARTICLE VIII
INCORPORATORS

The name and address of each Incorporator executing these Articles of Incorporation are as follows:
PATRICIA I. HAYHURST, whose address is 2601 SOUTH BAYSHORE DRIVE, SUITE 250, COCONUT GROVE, FLORIDA 33133, respectively.

ARTICLE IX
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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HO 1000012910**ARTICLE X****Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII**Indemnification**

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

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business with the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


PATRICIA L. HAYHURST, Incorporator

HO 1000012910


STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared PATRICIA L. HAYHURST to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of January, 2001



Coleen O. Henderson
Commission # CC 660927
Expires July 1, 2001
Bonded thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida
at Large

[PLEASE PRINT] _____

Serial Number: _____

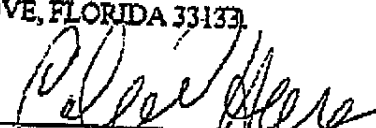
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: HAYHURST MORTGAGE, INC.

The name and address of the registered agent and office is: COLEEN O'LEARY HENDERSON, ESQ. at
2601 SOUTH BAYSHORE DRIVE, SUITE 250, COCONUT GROVE, FLORIDA 33133.

SIGNATURE _____


COLEEN O'LEARY HENDERSON, ESQ.
(corporate officer)

TITLE: Registered agent

DATE: January 31, 2001

HO 1000012910

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Coleen O'Leary Henderson*
 COLEEN O'LEARY HENDERSON, ESQ.

DATE: January 31 2001

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01 FEB - 1 AM 11:13

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
 COUNTY OF DADE) SS:

BEFORE ME, personally appeared COLEEN O'LEARY HENDERSON, ESQ. to me well known and known to me to be the person described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 31 day of January, 2001



Dayami Marquez-Aguilar
 Commission # CC 929147
 Expires March 16, 2003
 Bonded Through
 Atlantic Bonding Co., Inc.

Dayami Marquez-Aguilar
 Notary Public, State of Florida
 at Large

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Serial Number

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