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THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 988363 7117105

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 87.50

ORDER DATE : February 2, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 988363-005

CUSTOMER NO: 7117105

700003630857--8

CUSTOMER: Robert Rodriguez, Esq.
Rodriguez & Quincoces, P.a.

Suite 1035
2121 Ponce De Leon Blvd.
Coral Gables, FL 33134

DOMESTIC FILING

NAME: ALL FLORIDA MORTGAGE, INC.

EFFECTIVE DATE: .

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

Ph 2/2/01

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

All Florida Mortgage, Inc.

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ARTICLES OF INCORPORATION
OF
All Florida Mortgage, Inc.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

All Florida Mortgage, Inc.

Its business shall be carried on in Miami, Florida and at such other point or places in the State of Florida, and in the United States and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be at 2121 Ponce De Leon Boulevard, Suite 1035, Coral Gables, Florida 33134.

The registered office of the corporation is 2121 Ponce De Leon Boulevard, Suite 1035, Coral Gables, Florida 33134 and the registered agent at that address is Robert W. Rodriguez, Esq..

ARTICLE II

This general nature of business to be transacted is as follows:

SECTION 1. To sell, purchase, export-import, lease, hire, repair, complete, maintain, transform, improve, and otherwise adapt to customer needs and to U.S. Federal Regulations on Motor Vehicle, every kind of automobile, its spare parts, motors, components, accessories, and related optional equipments, especially those manufactured in Western Europe, as well as to give any type of service customarily now provided and to be provided in the motor car business.

SECTION 2. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose

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of, lease, convey, encumber, and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, for the purposes of the company, construct, reconstruct or purchase, either directly or through ownership in stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, ship, factories, plants, gas houses, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company or any part thereof.

SECTION 3. To act as agent for others in the purchase and sale of goods, wares, merchandise, articles, materials and equipment of all kinds and as act as a mortgage brokerage firm and/or business.

SECTION 4. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, sell, transfer, otherwise dispose of, and to invent in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

SECTION 5. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

SECTION 6. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

SECTION 7. To purchase the corporate assets of any other corporation and

engage in the same or other character of business.

SECTION 8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

SECTION 9. This corporation shall have all the general powers together with all the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing express powers.

SECTION 10. The foregoing clauses shall be construed both as object and powers, but no recitation, expression, or declaration of specific powers or special powers or purposes shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The authorized capital stock of the corporation shall be 2000 (two thousand) shares of one cent (\$.01) par value common stock which shall be designated "Common Shares."

ARTICLE IV

This corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE V

This corporation shall begin business with an amount of capital of not less than \$100.00.

ARTICLE VI

The Board of Directors of this corporation shall consist of at least one director,

the exact number to be fixed by the By-Laws of the corporation, who shall administer the affairs of the corporation and shall have the right to fix their own salaries, as well as those of the officers of the corporation. The name and address of the first director of the corporation shall be:

Jose Luis Muse
7281 Coral Way
Miami, Florida 33155

ARTICLE VII

The names and addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:


Jose Luis Muse, President, Vice-President, Secretary and Treasurer
7281 Coral Way
Miami, Florida 33155

ARTICLE VIII

The name and post office address of the Incorporator is as follows:

Robert W. Rodriguez, Esq.
2121 Ponce De Leon Boulevard, Suite 1035
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator/subscriber has executed these Articles of Incorporation this 31st day of January 2001.



Robert W. Rodriguez, Esq.

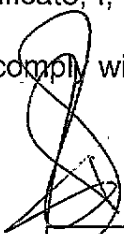
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

All Florida Mortgage, Inc., a Florida corporation, with its principal office as indicated in the Articles of Incorporation, in the City of Miami, Florida, has named Robert W. Rodriguez, Esq. located at 2121 Ponce De Leon Boulevard, Suite 1035, Coral Gables, Florida 33134, as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Robert W. Rodriguez, Esq.

State of Florida
County of Dade

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Robert W. Rodriguez, known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 31st day of January 2001.

Ileana Antill
Notary Public State of Florida

My Commission Expires: