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FLORIDA PROFIT CORPORATION OR P.A.

Mortgage Investment, Inc.

Certificate of Status	0
Certified Copy	0
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W01-4684

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2001

KLEIN AND ASSOCIATES, P.A.

,

SUBJECT: MORTGAGE INVESTMENT, INC.
REF: W01000004684

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

CONFLICTING NAME IS MORTGAGE INVESTMENT CORPORATION, DOC. #426852.

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Doris Brown
Document Specialist

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ARTICLES OF INCORPORATION
- of -
Mortgage Equity Investors, Inc.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: **Mortgage Equity Investors, Inc.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) Real Estate and Mortgage Investments;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

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North Miami, Florida 33161
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Florida Bar Number 230030

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be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar ($1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 12295 NW 7th Avenue, North Miami, FL 33168; and the name of the corporations initial Registered Agent at such address is Harvey Slovin.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Harvey Slovin
12295 NW 7th Avenue
North Miami, FL 33168

Ann Burrell
961 Still Road
Lawrenceville, GA 30045

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

Harvey Slovin
12295 NW 7th Avenue
North Miami, FL 33168

ARTICLE VIII

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein are granted subject to this reserves.

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ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

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

ARTICLE XI

PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights as provided in Florida Statute §607.0630 (2), as same may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Miami-Dade County, Florida, on February 28, 2001.

Harvey Slovin

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged to me on February 28, 2001, by Harvey Slovin who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public, State of Florida

My Commission Expires:

Ronald G. Klein
MY COMMISSION # CC697249 EXPIRES
February 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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

Mortgage Equity Investors, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located at 12295 NW 7th Avenue, North Miami, FL 33168 , State of Florida, has named Harvey Slovin, located 12295 NW 7th Avenue, North Miami, FL 33168, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

(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 hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Registered Agent

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