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CORPORATION(S) NAME

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CR2E031 (R8-85)

Articles of Incorporation

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be:

All Star Equity Group, Inc.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

741 5th Street, Miami Beach, Florida 33139.

Article III - Corporate Purpose

The corporation shall engage in the following activities:

Residential and commercial mortgage lending, mortgage loan origination, mortgage brokerage, investment, and any other legally permissible activities.

Article IV - Shares

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares.

Article V - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Ross B. Toyne, Esq., Concord Building, Suite 300, 66 West Flagler Street, Miami, Florida 33130.

Article VI - Initial Director

The initial Directors of this corporation shall be:

Alice Acosta, 2940 W. Missionwood Lane, Miramar, Florida 33025.

Emilio G. Tsokopoulos, 14702 S.W. 42nd Way, Miami, Florida 33185.

Article VII - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Emilio GaTsokopoulos, 14702 S.W. 42nd Way, Miami, Florida 33185.

this 12th day of March, 2001.

Emilio G. Tsokopoulos - Incorporator

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 light familiar with and accept the obligations of my position as registered agent.

this 12th day of March, 2001.

Ross B. Toyne, Esq.

ni, Florida 33185.
March, 2001.

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