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Fernanda Voigt
10820 S.W. 128th St.
Miami, Florida 33176
Ph: 305-233-2656
Fax: 786-549-0986

March 10, 2001

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-03/15/01--01046--010
*****78.75 *****78.75

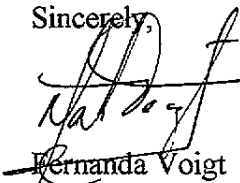
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

Enclosed are the Certificate of Incorporation, Registered Agent designation and Check No. 1173
in the amount of \$78.75 for filing fees, registered agent designation and a certified copy.

Please mail completed forms to me at the above noted address.

Thanks for your attention.

Sincerely,


Fernanda Voigt

FILED
01 MAR 15 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FL 32304

3-19-01
WCC

CERTIFICATE OF INCORPORATION
OF

City National Mortgage Corporation

FILED
01 MAR 15 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, DO HEREBY ASSOCIATE OURSELVES TOGETHER AND SUBSCRIBE THIS CERTIFICATE OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND SUBJECT TO THE FOLLOWING PROVISIONS;

ARTICLE ONE

THE NAME OF THIS CORPORATION SHALL BE:

City National Mortgage Corporation

ARTICLE TWO

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE THREE

THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THE CORPORATION SHALL HAVE OUTSTANDING AT ANY TIME, SHALL BE ONE THOUSAND (1,000) SHARES OF STOCK, WHICH SHALL BE COMMON STOCK OF A PAR VALUE OF FIFTY CENTS (\$0.50) OF A DOLLAR PER SHARE. ALL OR ANY PART OF THE CAPITAL STOCK MAY BE PAID EITHER IN LAWFUL MONIES OF THE UNITED STATES OF AMERICA, OR IN SERVICES, AT A TRUE VALUATION THEREOF.

ARTICLE FOUR

THIS CORPORATION SHALL BEGIN BUSINESS WITH A MINIMUM CAPITAL OF THE AMOUNT OF FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE FIVE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE SIX

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT:

10820 S.W. 128th Street, Miami FL 33176

OTHER OFFICES FOR THE TRANSACTION OF BUSINESS MAY BE LOCATED WHEREVER THE DIRECTORS MAY DEEM NECESSARY OR EXPEDIENT.

ARTICLE SEVEN

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS, WHO NEED NOT BE STOCKHOLDERS OF THE CORPORATION. THE NUMBER OF DIRECTORS, NOT LESS THAN ONE, SHALL BE FIXED BY RESOLUTION OF THE STOCKHOLDERS AT ANY REGULAR OR SPECIAL MEETING, SUBJECT TO THE MANNER OF HOLDING SUCH MEETING PRESCRIBED BY THE BY-LAWS.

ARTICLE EIGHT

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND OFFICERS WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

BOARD OF DIRECTORS

Fernanda Voigt	10820 S.W. 128 th Street, Miami FL 33176
Walter Voigt	2010 Alhambra Circle, Coral Gables Fl 33134

OFFICERS

PRESIDENT: Walter Voigt
VICE-PRESIDENT: Fernanda J. Voigt

ARTICLE NINE

THE NAMES AND POST OFFICE ADDRESSES OF EACH OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK, WHICH EACH SUBSCRIBER AGREES TO TAKE, ARE AS FOLLOWS:

NAME	ADDRESS	NO. SHARES
Fernanda Voigt	10820 S.W. 128 th Street, Miami FL 33176	500
Walter Voigt	2010 Alhambra Circle, Coral Gables Fl 33134	500

ARTICLE TEN

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OR ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THIS CERTIFICATE,

AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW OR
HEREAFTER CONFERRED UPON IT BY LAW.

ARTICLE ELEVEN

THIS CORPORATION SHALL HAVE THE POWER TO ISSUE THE WHOLE OR ANY PART,
DETERMINED BY THE BOARD OF DIRECTORS, OF THE SHARES OF THE CAPITAL
STOCK AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF
SHALL HAVE BEEN PAID.

ARTICLE TWELVE

UPON ELECTION OF A BOARD OF DIRECTORS BY THE STOCKHOLDERS, SUCH
BOARD OF DIRECTORS SHALL MANAGE THE BUSINESS AFFAIRS OF THIS
CORPORATION WITHOUT THE NECESSITY OF FURTHER AUTHORITY FROM THE
STOCKHOLDERS, EXCEPT AS BY LAW OR IN THIS CERTIFICATE OTHERWISE
PROVIDED; ANY ACTION OF SUCH BOARD OF DIRECTORS MAY BE RESCINDED OR
ANY DIRECTOR OR OFFICER REMOVED FROM OFFICE, ONLY UPON A VOTE OF
STOCKHOLDERS HOLDING THE MAJORITY OF THE STOCK OF THE CORPORATION
WHICH MAY AT SUCH TIME ACTUALLY ISSUED UNLESS OTHERWISE PROVIDED BY
THE BY-LAWS OF THE BOARD OF DIRECTORS. ALL HOLDERS OF COMMON STOCK OF
THIS CORPORATION SHALL BE ENTITLED TO VOTE THE SAME IN ANY MANNER
PROVIDED BY LAW WHETHER SAID STOCK SHALL BE FULLY OR PARTIALLY PAID
UNLESS OTHERWISE DETERMINED BY THE BOARD OF DIRECTORS AT OR BEFORE
THE TIME OF ISSUANCE THEREOF.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE HEREUNTO SET
THEIR HANDS AND AFFIXED THEIR SEALS, THIS 09 DAY OF March 2001

[Signature] (SEAL) Walter Voigt (SEAL)
[Signature] (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, THE UNDERSIGNED AUTHORITY, DULY AUTHORIZED TO
ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED:
Fernanda Voigt and Walter Voigt, WHO, AFTER BEING BY ME FIRST DULY SWORN,
EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION, FREELY AND
VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET HAND AND OFFICIAL SEAL AT MIAMI,
SAID COUNTY AND STATE, THIS 09 DAY OF March 2001

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

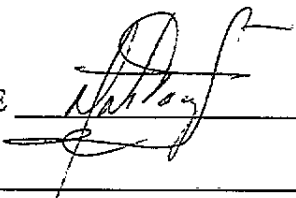


Adriana Gutierrez
My Commission CC838301
Expires May 24, 2003
Bonded by ANB
800-852-5878

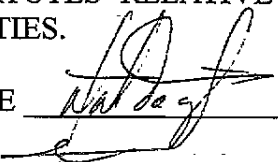
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST- THAT **City National Mortgage Corporation**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED Fernanda Voigt, 10820 S.W. 128th Street, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
TITLE _____
DATE _____

HAVING BEEN NAMED TO ACCEPT SERVICE 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 
DATE _____

FILED
01 MAR 15 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA