

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO1000045148**

Home Equity Residential Holdings

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 -05/04/01--01063--019  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

FILED  
 01 MAY - 4 PM 4:03  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

TO BE RETURNED TO  
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 13  
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 UCC 11 SEARCH

**J. BRYAN MAY - 4 2001**

**ARTICLES OF INCORPORATION  
HOME EQUITY RESIDENTIAL HOLDINGS, INC.**

**THE UNDERSIGNED**, have executed the following document as incorporator of the above named Corporation, organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the Corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be HOME EQUITY RESIDENTIAL HOLDINGS, INC. The address of the Corporation shall be 7333 Coral Way, Miami, Florida 33155.

**ARTICLE II**

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its Corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

To have a Corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, **where ever situated;**

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;

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TALLAHASSEE, FLORIDA

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise Use and deal in and with, shares or other interest in, or obligations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its Corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within this state;

To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be promoter, incorporator, partner, member, associated, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the Corporation to the full extent as permitted by Florida Statute 607.014.

#### **ARTICLE IV**

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of sixty (60) shares at no par value. Unless otherwise stated in these articles, or in

an amendment to these articles, there shall be only one (1) class Of stock of this Corporation.

**ARTICLE V**

The address of the initial registered office and the name of the initial registered agent of this Corporation shall be:

Dominic J. Abreu, Esq.  
7333 Coral Way, Suite E  
Miami, Florida 33155

**ARTICLE VI**

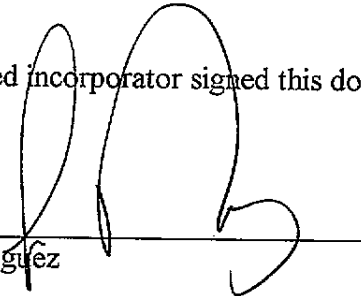
The initial Board of Directors shall consist of one individual, and the name and address of this individual/entity who will serve as initial director is:

Luis Rodriguez  
7333 Coral Way  
Miami, Florida 33155

The name and address of the incorporator executing these Articles of Incorporation is:

Luis Rodriguez  
7333 Coral Way  
Miami, Florida 33155

IN WITNESS WHEREFORE, the undersigned incorporator signed this document  
on this 18<sup>th</sup> day of April, 2001.

  
\_\_\_\_\_  
Luis Rodriguez

STATE OF FLORIDA)  
SS:  
COUNTY OF DADE )

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared LUIS RODRIGUEZ personally known to me, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that

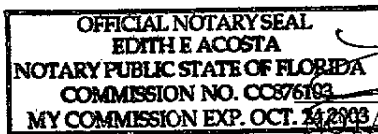
he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of April, 2001.

Personally known  or produced identification.

Type of Identification Produced \_\_\_\_\_

STAMP



*Edith E. Acosta*  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

FILED  
01 MAY -4 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following is submitted:

HOME EQUITY RESIDENTIAL HOLDINGS, INC.  
7333 Coral Way  
Miami, Florida 33155

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named: DOMINIC J. ABREU, ESQ. as its agent to accept service of process within the State of Florida, with the registered as:

HOME EQUITY RESIDENTIAL HOLDINGS, INC.

ACKNOWLEDGEMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THE 18th DAY OF April, 2001.

*Dominic J. Abreu*  
\_\_\_\_\_  
REGISTERED AGENT  
DOMINIC J. ABREU, Esq.