

TRANSMITTAL LETTER

P01000090193

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
8-30-01

SUBJECT: Kendall Mortgage Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600004572356--0  
-09/06/01--01054--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Clelia Y. Dumois  
Name (Printed or typed)

6611 SW 127 Ct  
Address

MIAMI FL 33183  
City, State & Zip

305-299-3057 (cell.)  
Daytime Telephone number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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NOTE: Please provide the original and one copy of the articles.

~~W-21037~~  
~~EFF date~~

FORWARDED SEP 15 2001

ARTICLES OF INCORPORATION  
OF  
KENDALL MORTGAGE INC.

EXPIRES DATE  
8-30-01

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST  
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation", is:  
Kendall Mortgage Inc.

SECOND  
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 6611 SW 127<sup>th</sup> Court, Miami, FL 33183 and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Clelia Dumois.

FOURTH  
PURPOSE

The purpose of the Corporation is to engage in any or all-lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

FIFTH  
SHARES

The total authorized capital stock of the Corporation is One Hundred (100) shares having a Par Value of None, which shall be, designated "Common Shares".

SIXTH  
INCORPORATOR'S ADDRESS

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

Vivian Espinosa  
6550 NW 72<sup>nd</sup> Avenue  
Miami, FL 33166

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SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names, mailing addresses of persons and positions of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Clelia Dumois, 6611 SW 127<sup>th</sup> Court, Miami, FL 33183, President/Treasurer

Jorge Dumois, 6611 SW 127<sup>th</sup> Court, Miami, FL 33183, Vice President/Secretary

EIGHTH  
INDEMNITY

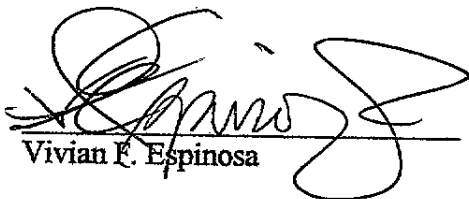
Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

NINTH  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

The effective date of this Certificate of Incorporation shall be August 30, 2001.

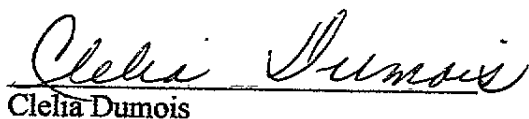
IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of August 24<sup>th</sup>, 2001.

  
Vivian F. Espinosa

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

  
Clelia Dumois