

PO1000091476

AMERICAN CAPITAL MORTGAGE GROUP, INC.

600 BRICKELL AVENUE
SUITE 301-L
MIAMI, FLORIDA 33131 U.S.A.
TELEPHONE (305) 373-1680
FAX (305) 373-1683

August 27, 2001

New Filings Section
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Dear Sir or Madam:

Enclosed are the Articles of Incorporation and Transmittal for SOUTH FLORIDA INVESTMENTS, INC. Please send the certificate of status, etc. to the above address. Thank you for your prompt attention to this matter.

Sincerely,



Thomas N. Whalen
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK SEP 18 2001

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 13, 2001

AMERICAN CAPITAL MORTGAGE GROUP, INC.
600 BRICKELL AVE
STE 301-L
MIAMI, FL 33131

SUBJECT: SOUTH FLORIDA INVESTMENTS, INC.
Ref. Number: W01000021314

We have received your document for SOUTH FLORIDA INVESTMENTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 601A00051466

ARTICLES OF INCORPORATION OF
SOUTH FLORIDA REAL ESTATE INVESTORS GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SOUTH FLORIDA REAL ESTATE INVESTORS GROUP, INC.

ARTICLE II

The general nature of the business and the object and purpose propose to be transacted and carried on are to engage in and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial principle office of the corporation shall be 600 BRICKELL AVENUE SUITE 301-L MIAMI, FLORIDA 33131.

ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgement of this Certificate of Incorporation.

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Director.

ARTICLE VI

The corporation shall be managed by a Board of Directors unless the stockholders shall by majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At not time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

ARTICLE VII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares of which the restrictions applies.

ARTICLE VIII

The name and addresses of the first Board of Directors of the corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
THOMAS WHALEN	825 BRICKELL BAY DR. SUITE 550 MIAMI, FL 33131	Pres/Treas/Dir
ASA FERGUSON	3287 BROOKER STREET MIAMI, FL 33133	Vice-President

ARTICLE IX

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which the be reason of being or having been directors or officers, except in relation to mattes as to which any such directors or officer shall be adjudged to be liable for

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gross negligence or willful misconduct in the performance of duty. Such indemnification may be entitled under the law, or by-law, agreement, vote of stockholders or other wise,

The private property of the Stockholders shall not be subject to the payment off the corporate debts in any extent whatever.

ARTICLE X

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XII


The Registered Agent to accept service of process within this State for said corporation shall be:

THOMAS WHALEN 825 BRICKELL BAY DR. MIAMI, FL 33131

Having been named to accept service of process fro the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.


THOMAS WHALEN

In WITNESS WHEREOF, I, the undersigned, being the original subscriber(s) to the capital stock hereinabove named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 17 day of September 2001, by:


THOMAS WHALEN


ASA FERGUSON

STATE OF FLORIDA
COUNTY OF MIAMI-DADE:

BEFORE ME the undersigned authority personally appeared, THOMAS WHALEN and ASA FERGUSON to me well known by me to be the individuals described in, and who executed the foregoing Certificate on incorporation, and who has acknowledged before me that they executed the same for the purposes therein expressed.

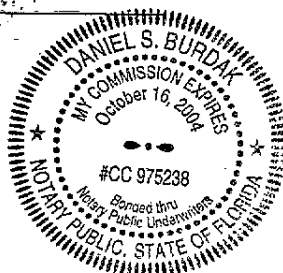
☒ personally known of
produced _____ as identification

☒ personally known of
produced _____ as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Miami-Dade County,

Florida on this 17 day of September 2001

Notary Public State of Florida



(seal)