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SANTIAGO DE VALLE, CPA
301 ALMERIA AVE Ste 365
CORAL GABLES, FL 33134
PH 9305) 446-2804

OCTOBER 8TH, 2001

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

01 OCT 12 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

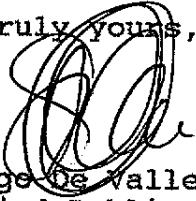
ref: FIRST PRIORITY MORTGAGE, CORP.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check for \$122.50 to register the above named professional association.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named professional association.

Very truly yours,



Santiago De Valle, CPA
Certified Public Accountant

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Ps 10/15/01

ARTICLES OF INCORPORATION
OF

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FIRST PRIORITY MORTGAGE, CORP.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The corporate name is to be: FIRST PRIORITY MORTGAGE, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the MARKETING and DISTRIBUTION of first and second mortgages in accordance with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares of \$1.00 par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the "Initial Registered Agent Office" and the name of the "Initial Registered Agent" at that office is:

NAME JOSE MIGUEL CORTIZO
ADDRESS 3230 SW 137TH PL
CITY MIAMI, FL 33175
PHONE (305) 225-7583

The initial principal office and mailing address of the corporation is:

NAME JOSE MIGUEL CORTIZO
ADDRESS 3230 SW 137TH PL
CITY MIAMI, FL 33175
PHONE (305) 225-7583

**ARTICLES OF INCORPORATION
OF**

FIRST PRIORITY MORTGAGE CORP.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, as needed, by the corporate By-Laws but shall never be less than one (1). The names and addresses of the initial corporate directors is as follows:

NAME	JOSE M. CORTIZO, PRESIDENT	
ADDRESS	3230 SW 137TH PL	214-78-3966
CITY	MIAMI, FL 33175	SOCIAL SECURITY

NAME	SILVIA CORTIZO, SECRETARY, TREASURER	
ADDRESS	3230 SW 137TH PL	264-91-9732
CITY	MIAMI, FL 33175	SOCIAL SECURITY

ARTICLE VII - INCORPORATORS

The name of the incorporator(s) signing these Articles of Incorporation is/are as follows:

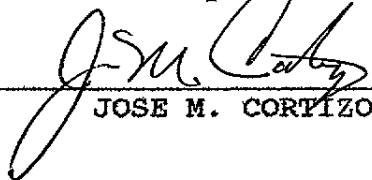
NAME	JOSE M. CORTIZO, PRESIDENT	
ADDRESS	3230 SW 137TH PL	214-78-3966
CITY	MIAMI, FL 33175	SOCIAL SECURITY

NAME	SILVIA CORTIZO, SECRETARY, TREASURER	
ADDRESS	3230 SW 137TH PL	264-91-9732
CITY	MIAMI, FL 33175	SOCIAL SECURITY

ARTICLES OF INCORPORATION
OF

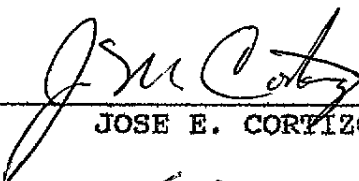
FIRST PRIORITY MORTGAGE, CORP.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8TH day of OCTOBER, 2001.

 (Seal)
JOSE M. CORTIZO

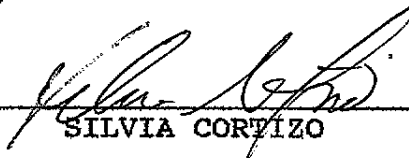
STATE OF FLORIDA)
COUNTY OF DADE) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared:


JOSE E. CORTIZO

F/DL-C632-433-58-442-0

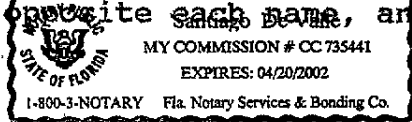
PERSONAL I.D.


SILVIA CORTIZO

F/DL-C632-780-72-569-0

PERWSONAL I.D.

personally known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person(s) as indicated opposite each name, and that an oath was not taken.



Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 8TH day of OCTOBER, 2001.


Signature

SANTIAGO DE VALLE
(Notary's name)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT
OF
FIRST PRIORITY MORTGAGE, CORP.**

FILED
01 OCT 12 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.001, the following is submitted:

The above named corporation desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

3230 SW 137TH PL
MIAMI, FL 33175

has named JOSE MIGUEL CORTIZO
located at the following address, as its Registered Agent to accept service of process within this State.

3230 SW 137TH PL
MIAMI, FL 33175

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity in behalf of FIRST PRIORITY MORTGAGE, CORP. and to comply with the provisions of Florida Law in keeping said office.


REGISTERED AGENT

