

OFFICE USE ONLY (DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-01/11/02--01033--006

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. C.H.F. MORTGAGE, CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED
02 JAN 11 AM 10:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE
F-11-EPD
02 JAN 11 PM 12:34

**ARTICLES OF INCORPORATION
OF
C.H.F. MORTGAGE, CORPORATION**

02 JAN 11 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I – Name

The name of this Corporation is C.H.F. Mortgage, Corporation.

ARTICLE II – Purpose

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act. And to engage in any business or transaction deemed necessary convenient or incidental to carrying out any such business within the United States or internationally.

ARTICLE III – Capital Stock

This Corporation is authorized to issue 1,000 shares of US\$0.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock, when issued, shall be fully paid and exempt from assessment. This Corporation may not issue more than one class of stock.

ARTICLE IV- No Preemptive Rights

Except as to such agreements as the shareholders may execute, no stockholder of this Corporation shall, because of his or her ownership of stock, have any preemptive or other right to purchase, subscribe for or take any part, pro rata or otherwise, of any securities, equities, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLE V – Initial Registered Office and Agent

The name and address of the initial registered agent is:

Mercedes Fanjul
14725 SW 83 Place
Miami, FL 33158

ARTICLE VI - Principal Office

The principal place of business and mailing address of this Corporation is:

14725 SW 83 Place

Miami, FL 33158

ARTICLE VII – Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the bylaws but shall never be less than one. The following persons shall be directors of the Corporation until his successor is elected, and has qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Mercedes Fanjul - Director	14725 SW 83 Place, Miami, FL 33158
Justo E. Fanjul - Director	14725 SW 83 Place, Miami, FL 33158

ARTICLE VIII – Executive Officers

The name and addresses of the executive officers of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Mercedes Fanjul - President	14725 SW 83 Place, Miami, FL 33158
Justo E. Fanjul - SVP & Secretary	14725 SW 83 Place, Miami, FL 33158

ARTICLE IX – Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of the enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages assignments, or other instruments as it may deem advisable.

ARTICLE X – Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failure to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, reasonable expenses, including attorneys fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

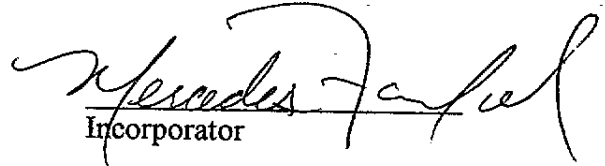
ARTICLE XI – Fiscal Year

The fiscal year of this Corporation shall be based on the calendar year, ending on the 31st day of December of each year.

ARTICLE XII – Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with the law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 10 day of January, 2002.


Incorporator

STATE OF FLORIDA)
)**SS:**
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day
of _____, 2002.

Notary Public

My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE
APPOINTMENT AS REGISTERED AND AGREE TO ACT IN THIS CAPACITY. I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,
AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION
AS REGISTERED AGENT.**


REGISTERED AGENT SIGNATURE

FILED
02 JAN 11 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA