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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.
HOME LOAN USA, INC.

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Katherine Harris
Secretary of State

January 15, 2002

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
HOME LOANS USA, INC.

We, the undersigned incorporators of this incorporation under Florida Statute 607, as amended, do hereby associate ourselves to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS
OF CORPORATION

The name of this Corporation is:

HOME LOANS USA, INC.

The mailing address for the Corporation is:

299 Alhambra Circle, Suite 405
Coral Gables, Florida 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:
ANDREW I. ALEMAN, ESQUIRE
FLORIDA BAR NO. 0178969
299 ALHAMBRA CIRCLE, SUITE 405
CORAL GABLES, FLORIDA 33134
(305) 443-4147-Telephone
(305) 443-4148-Facsimile

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock, which this corporation is authorized to have outstanding at any one time is one thousand shares of common stock, each share having no par value.

ARTICLE V
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
SUBSCRIBERS

The name and address of the subscribers of the Articles of Incorporation and the percentage of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ROCIO DEL CARMEN PERIERO	299 Alhambra Circle Suite 405 Coral Gables, FL 33134	34%
ANDREW I. ALEMAN, ESQ	299 Alhambra Circle Suite 405 Coral Gables, FL 33134	33%
IRIS PADRON	299 Alhambra Circle Suite 405 Coral Gables, FL 33134	33%

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be three (3). The Number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and address of the members of the initial Board of Directors who subject to the provisions of the Certificate Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation existence or until successors are elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Rocio Del Carmen Pereiro	299 Alhambra Circle Suite 405 Coral Gables, Florida 33134
Andrew I. Aleman, Esq.	299 Alhambra Circle Suite 405 Coral Gables, Florida 33134
Iris Padron	299 Alhambra Circle Suite 405 Coral Gables, Florida 33134

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 299 Alhambra Circle, Suite 405, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this corporation at that address is ROCIO DEL CARMEN PEREIRO

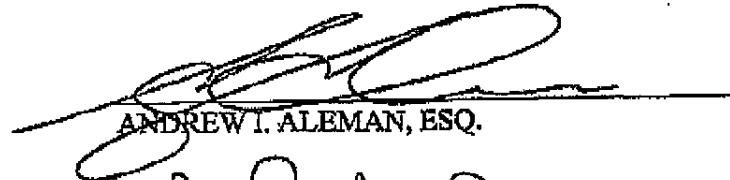
ARTICLE X


INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

The Undersigned subscribers have executed these Articles of Incorporation this 9th day of January, 2002


ROCIO DEL CARMEN PEREIRO


ANDREW I. ALEMAN, ESQ.


IRIS PADRON

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

Home Loans USA, Inc.
(Name of Corporation)

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 AGENT 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.

Loce Perino

REGISTERED AGENT

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