

CHARTERED LAW FIRM OF
AUBIN WADE ROBINSON
Attorneys at Law

P02000011092

MAIL REPLY TO:

P. O. BOX 210425
ROYAL PALM BEACH, FL 33421

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

Subject: Milestone Financial Mortgages, Inc

Dear Clerk:

Enclosed please find an original and two (2) copies of the articles of
Restatement of the above referenced corporation and a check for \$77.50

Filing Fees	\$35.00
Registered Agent designation	\$35.00
Two Certified Copies	\$17.50
TOTAL	\$77.50

TELEPHONE:

561.333.8755

FAX:

561.791.7950

EMAIL:

Aubin_Wade_Robinson@Juno.com

Please return all documents to:

Chartered Law Firm of AUBIN WADE ROBINSON
P. O. Box 210425
Royal Palm Beach, FL 33421

Tel: 561.333.8755

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Office Locations:



PALM BEACH:

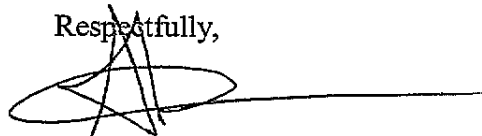
Royal Plaza, Esplanade
505 Royal Palm Beach Blvd.
Royal Palm Beach, Florida



BROWARD:

Envirwood Executive Plaza, Suite 205
5950 West Oakland Park Blvd.
Fort Lauderdale, Florida

Respectfully,



AUBIN WADE ROBINSON

*P02000011092
Restated
7/18 4-18-02 OM
* 2-Cert Copies*

ARTICLES OF RESTATEMENT

ARTICLES OF INCORPORATION

OF

**MILESTONE FINANCIAL MORTGAGES, INC.
a Florida Corporation**

**Department of State Corporation Document Number:
P02000011092**

Pursuant to the provisions of Florida Statutes, the undersigned Florida Corporation restates its articles of incorporation inclusive of all amendments therein to the former articles of incorporation.

FILED
02 APR 18 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated ARTICLES OF INCORPORATION
of
MILESTONE FINANCIAL MORTGAGES, INC.

FILED
02 APR 18 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is MILESTONE FINANCIAL MORTGAGES, INC. (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 11440 Okeechobee Boulevard, Suite #206, Royal Palm Beach, Florida 33411 .

ARTICLE 4 - INITIAL INCORPORATOR

The name and address of the initial incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - OFFICERS

The Officers of the Corporation shall be:

President:	Richard J. Carrano
Vice President:	Delroy A. Anglin
Vice President:	Denise Smith
Secretary:	Delroy A. Anglin
Treasurer:	Denise Smith

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTOR(S)

Until further directors are so elected in accordance with applicable laws and the bylaws of this corporation, the Director(s) of the Corporation shall be:

Richard J. Carrano
Delroy A. Anglin
Denise Smith

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00)
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible to shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set fourth in the bylaws of the Corporation.
- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of

redemption of the stock.

ARTICLE 8- SHAREHOLDER' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, if any, shall be maintained on file at the principal office of the Corporation.

ARTICLE 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law, these Articles of Incorporation, or bylaws of this Corporation.

ARTICLE 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

This Corporation, to be the extent permitted by law, shall entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall be bound to recognize any equitable or other claim to, or interest in such share or right on the party of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12- REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of the Corporation is Chartered Law Firm of Aubin Wade Robinson, located at 505 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411. The name and address of the registered agent of this Corporation is Chartered Law Firm of Aubin Wade Robinson, 505 Royal Palm Beach Boulevard, Royal Palm Beach , Florida 33411.

ARTICLE 13- BYLAWS

The Board of Director(s) of the Corporation shall not have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE 14- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing with the Secretary of State, State of Florida.

ARTICLE 15- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable status of the State of Florida, and subject to ratification by shareholders, and any amendment or restatement hereto are subject to this reservation.

ARTICLE 16 -CERTIFICATION OF ADOPTION

These Restated Articles of Incorporation, replacing all previous articles of incorporation and amendments thereto, were adopted by unanimous vote of the Board of Directors and of the shareholders for the amendments contained herein.

The undersigned, being the President of this corporation, for the purpose of Restatement of the Articles of Incorporation of this corporation under the Laws of Florida have executed these articles of incorporation on: 3/22/02.

Richard J. Canardo, as President
Signature

STATE OF FLORIDA)
)
Palm Beach COUNTY)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard J. Canardo and known to me to be the person who executed this foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on 3/22/02.

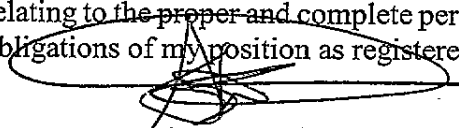
(Seal)

[Signature]
Notary Public, State of Florida

AUBIN WADE ROBINSON
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD007422
EXPIRES 04/07/2008
BONDED THRU 1-888-NOTARY1

Initials (e)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


AUBIN WADE ROBINSON, ATTORNEY
for Chartered Law Firm of Aubin Wade Robinson

3/22/82
Date