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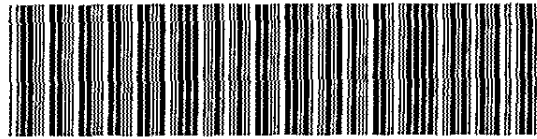
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 SEP 19 AM 11:44

LAW OFFICES OF  
**BRYN & ASSOCIATES**  
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 2680  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501  
FACSIMILE (305) 372-8068  
E-MAIL: mark@markbryn.com

September 17, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

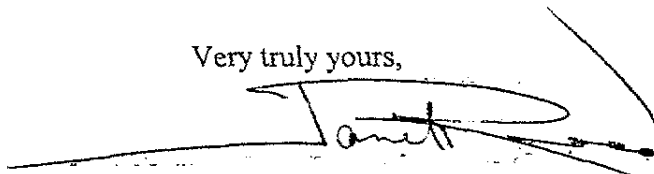
Re: New Urban Places, Inc.  
Mortgage Asset Management Corp.  
The Berman Group, Inc.

Dear Sir/Madam:

Enclosed are the originals, together with one (1) copy, of the Articles of Incorporation for the above reference companies. Also enclosed are checks in the amount of \$78.75 each in payment of the individual filing fees.

Please contact the undersigned should you have any questions concerning this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Janet Reed", with a long horizontal line extending to the left and a large loop to the right.

Janet Reed  
Paralegal

**ARTICLES OF INCORPORATION  
OF  
The Berman Group, Inc.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **The Berman Group, Inc.**

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

**ARTICLE IV**

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

**ARTICLE V**

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

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#### **ARTICLE VI**

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Dana J. Berman  
501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133

#### **ARTICLE VII**

The name of the initial president of the corporation is:

Dana J. Berman  
501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133

#### **ARTICLE VIII**

The name and address of the incorporator signing these Articles is:

Mark J. Bryn  
2 South Biscayne Boulevard  
Suite 2680  
Miami, Florida 33131

**ARTICLE IX**

The name and address of the initial registered agent and the initial registered office is:

Mark J. Bryn  
2 South Biscayne Boulevard  
Suite # 2680  
Miami, Florida 33131

**ARTICLE X**

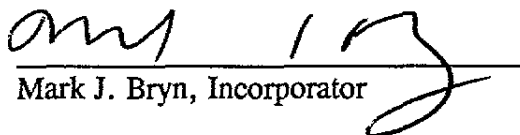
The initial By-laws of the corporation shall be adopted by the director. Thereafter, By-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

**ARTICLE XI**

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

501 Continental Plaza  
3250 Mary Street  
Coconut Grove, Florida 33133

EXECUTED at Miami-Dade, Florida, this 17<sup>TH</sup> day of September, 2003.

  
Mark J. Bryn, Incorporator

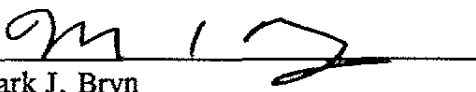
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

**The Berman Group, Inc.**, desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #2680, Miami, Florida 33131, as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
Mark J. Bryn

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