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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

metropolitan mortgage company

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

METROPOLITAN MORTGAGE COMPANY

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ARTICLE I - NAME

The name of the corporation is: METROPOLITAN MORTGAGE COMPANY

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

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**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT, INITIAL REGISTERED
OFFICE, MAILING ADDRESS AND INITIAL PRINCIPAL OFFICE**

The Registered Agent of this corporation shall be Arlene Rajfman, Esq., 1111 Kane Concourse, Suite 607, Bay Harbor Islands, Florida 33154. The Initial Principal Office and Mailing Address of this corporation in the State of Florida shall be: P.O. Box 402188, Miami Beach, FL 33140-0188. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

President/Secretary

Milton Rajfman
P.O. Box 402188
Miami Beach, FL 33140-0188

Vice-President/Treasurer

Isaac Rajzman
P.O. Box 402188
Miami Beach, FL 33140-0188

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Arlene Rajzman, Esq.
Arlene Rajzman, P.A.
1111 Kane Concourse, Suite 607
Bay Harbor Islands, FL 33154

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - INDEMNIFICATION

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

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ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THAT THE METROPOLITAN MORTGAGE COMPANY, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Arlene Rajzman, Esq., 1111 Kane Concourse, Suite 607, Bay Harbor Islands, Florida 33154, as its Agent to accept service of process within this State.


Arlene Rajzman, Esq.
Incorporator

4/15/04
Date

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Arlene Rajzman
Registered Agent

4/15/04
Date

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