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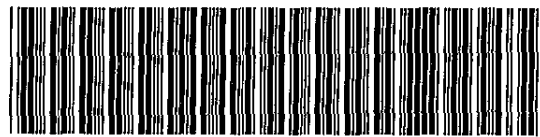
(Business Entity Name)

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**LAZARUS CORPORATE FILING SERVICE**

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**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

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

1. IMPERIAL MORTGAGE & INVESTMENT CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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 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

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## ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

### ARTICLE I - NAME

The name of the corporation shall be:

IMPERIAL Mortgage & Investment Corp.

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

4130 AURORA ST Suite F.  
Coral Gables, FL, 33146.

### ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

### ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alain Arguelles.  
4130 AURORA ST Suite F.  
Coral Gables, FL, 33146.

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ARTICLE V - INCORPORATOR

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

Alain Arguelles  
4130 AURORA ST Coral Gables, FLA, 33146.

The undersigned incorporator has executed these Articles of Incorporation this 17 day of February 2005.

x.   
Signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Alain Arguelles  
4130 AURORA ST. suite F.  
Coral Gables, FL, 33146.

(President)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

x.   
Registered Agent Signature