

# P05000093166

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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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.

portfolio mortgage bankers, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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| Estimated Charge      | \$78.75 |

D. WHITE JUN 30 2005

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OFFICE OF FINANCIAL REGULATION

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COMMISSIONER

FINANCIAL SERVICES  
COMMISSION

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GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

June 6, 2005

Mr. Luigi Bazzani  
16275 SW 88 Street, #171  
Miami, Florida 33196

Dear Mr. Bazzani:

Re: Portfolio Mortgage Bankers, Inc.

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company.

The Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity  
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,  
Secretary of State's Office  
William T. Sims, Bureau of Finance Regulation

...  
DIVISION OF FINANCIAL INSTITUTIONS  
200 EAST GAINES STREET, TALLAHASSEE, FLORIDA 32399-0371  
(850) 410-9111 • FAX (850) 410-9548

Affirmative Action / Equal Opportunity Employer

1507150212

2005 JUN 29 A 10:42

OF

TALLAHASSEE, FLORIDA

**PORTFOLIO MORTGAGE BANKERS, INC.**

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be **PORTFOLIO MORTGAGE BANKERS,**  
**INC.**

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

### ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of One (\$1.00) Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

## ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of One Hundred (\$100.00) Dollars.

## ARTICLE FIVE

This corporation shall have perpetual existence.

THIS DOCUMENT PREPARED BY:  
MARCIA B. CABALLERO, ESQ.  
Florida Bar Number: 0778354  
9192 Coral Way  
Suite 201  
Miami, Florida 33165  
(305) 227-0727

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## ARTICLE SIX

The principal office of the corporation shall be located at 2468 S.W. 137th Avenue, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### BOARD OF DIRECTORS

| <u>Name</u>   | <u>Address</u>   |
|---------------|--|
| Luigi Bazzani | 16275 S.W. 88 <sup>th</sup> Street, #171<br>Miami, Florida 33196 |
| Rogert Deleon | 2468 S.W. 137 <sup>th</sup> Avenue<br>Miami, Florida 33175       |

### OFFICERS

| <u>Title</u>   | <u>Name</u>   | <u>Address</u>   |
|----------------|---------------|--|
| PRESIDENT      | Luigi Bazzani | 16275 S.W. 88 <sup>th</sup> Street, #171<br>Miami, Florida 33196 |
| VICE PRESIDENT | Rogert Deleon | 2468 S.W. 137 <sup>th</sup> Avenue<br>Miami, Florida 33175       |
| SECRETARY      | Rogert Deleon | 2468 S.W. 137 <sup>th</sup> Avenue<br>Miami, Florida 33175       |

TREASURER

Luigi Bazzani

16275 S.W. 88<sup>th</sup> Street, #171  
Miami, Florida 33196

#### ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name

Address

Luigi Bazzani

16275 S.W. 88<sup>th</sup> Street, #171  
Miami, Florida 33196

Rogert Deleon

2468 S.W. 137<sup>th</sup> Avenue  
Miami, Florida 33175

#### ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:  
9192 Coral Way, Suite 201, Miami, Florida 33165.

The corporation does hereby designate Marcia B. Caballero, Esq. whose post office  
address is 9192 Coral Way, Suite 201, Miami, Florida 33165 as its Registered Agent.

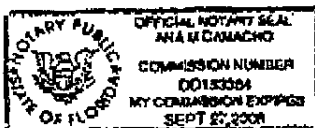
IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their  
hands and affixed their seals on this 24th day of June, 2005.


  
\_\_\_\_\_  
LUIGI BAZZANI

  
\_\_\_\_\_  
ROBERT DELEON

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 24 day of June, 2005 by  
LUIGI BAZZANI and ROBERT DELEON, who are personally known to me, or who presented  
FL. Driver's License, and who did (did not) take an  
oath.



  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission expires: 9/27/08  
Commission Number: DD153384

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

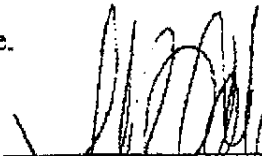
2005 JUN 29 A 10:42  
SECRET  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- That PORTFOLIO MORTGAGE BANKERS, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named MARCIA B. CABALLERO located at 9192 Coral Way, Suite 201, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
MARCIA B. CABALLERO  
Registered Agent