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ACCOUNT NO. : 072100000032 REFERENCE: 547727 7362192 AUTHORIZATION :___ COST LIMIT : ORDER DATE: August 17, 2005 ORDER TIME : 10:41 AM ORDER NO. : 547727-005 CUSTOMER NO: 7362192 CUSTOMER: H. William Vazquez, Esq. The Law Offices Of H. William Vazquez, P.A. Suite 105 2500 Maitland Center Parkway Maitland, FL 32751 DOMESTIC FILING COMMERCIAL MORTGAGE FUNDING NAME: CORPORATION EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Kelly Courtney - EXT. 2916 EXAMINER'S INITIALS: The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be COMMERCIAL MORTGAGE FUNDING CORPORATION.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 222 S. Westmonte Drive, Suite 210, Altamonte Springs, FL 32714.

ARTICLE IV - PURPOSE

This corporation is organized to act as a commercial mortgage brokerage in the State of Florida and for transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the

directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 2500 Maitland Center Parkway, Suite 105, Maitland, Florida 32751.

The name of the initial registered agent of this corporation at that address shall be H. William Vazquez.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

| Name | Street Address | <u>Office</u> |
|---------------|--|---------------|
| Michael King | 222 S. Westmonte Drive, Suite 210 Altamonte Springs, FL 32714 | Director |
| Chad Anderson | 222 S. Westmonte Drive, Suite 210 Altamonte Springs, FL 32714 | Director |
| Daniel Ortiz | 222 S. Westmonte Drive, Suite 210 Altamonte Springs, FL 32714 | Director |

ARTICLE VIII - INCORPORATOR

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

H. William Vazquez 2500 Maitland Center Parkway, Suite 105 Maitland, Florida 32751

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of August,

H WILLIAM VAZOEZ

Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

2005.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared H. WILLIAM VAZQUEZ, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of August, 2005.

Notary Public

Print Name: Adam Richard Books, My Commission Expires: Apr 15 you G

Commission No.: DD 108851

ADAM RICHARD BUCKLEY Notary Public, State of Florida My Commission #DD108851 Expires: April 15, 2006

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHICH PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, COMMERCIAL MORTGAGE FUNDING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Altamonte Springs, County of Seminole, State of Florida, has named as its Registered Agent, H. William Vazquez, of 2500 Maitland Center Parkway, Suite 105, Maitland, Orange County, Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

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

H. William Vazquez/