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FLORIDA PROFIT/NON PROFIT CORPORATION

mortgage capital group corp.

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ARTICLES OF INCORPORATION
OF
MORTGAGE CAPITAL GROUP CORP.

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The undersigned incorporator and subscriber, for the purpose of forming a Corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be MORTGAGE CAPITAL GROUP CORP.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1982 SW 195 Avenue, Miramar, FL 33029.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is date of filing with Secretary of State provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

5.1 The number of shares of stock this Corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares, which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

5.2 Subject to compliance with the terms and conditions of capital stock purchase requirements, the initial shareholder and her percentage interest shall be as follows:

NAME OF INITIAL SHAREHOLDERPERCENTAGE INTEREST

Cristina Planas

100%

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ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The Initial Registered Agent shall be Raul Hernandez-Morales and the address of the Initial Registered Agent is 815 Ponce de Leon Boulevard, Second Floor, Coral Gables, Florida 33134.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have ONE (1) Director initially. The number of Directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the Initial Director is as follows:

NAME OF INITIAL DIRECTOR

Cristina Planas

ADDRESS OF INITIAL DIRECTOR

1982 SW 195 Avenue, Miramar, FL
33029

ARTICLE VIII - INITIAL OFFICERS

The initial officers of the Corporation shall be as follows:

President – Cristina Planas

Vice President - Vacant

Secretary – Cristina Planas

Treasurer – Cristina Planas

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Raul Martinez-Hernandez, 815 Ponce de Leon Boulevard, Second Floor, Coral Gables, FL 33134.

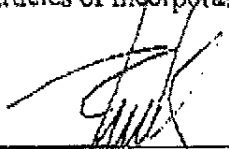
ARTICLE X - AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders the subject to this reservation.

ARTICLE XI - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights. The shareholders of this Corporation shall have the right to maintain their fixed percentage ownership in the Corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 30th day of June, 2006.



Raul Hernandez-Morales,
INCORPORATOR/SUBSCRIBER

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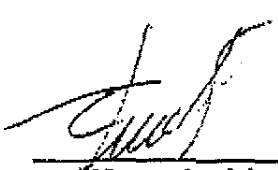
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida.

The name of the Corporation is MORTGAGE CAPITAL GROUP CO.

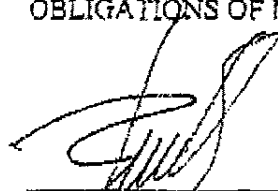
The name and address of the Registered Agent and Office is:

Raul Hernandez-Morales, Esq.
815 Ponce de Leon Boulevard
Second Floor
Coral Gables, FL 33134



Raul Hernandez-Morales, Esq.
INCORPORATOR/SUBSCRIBER

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Raul Hernandez-Morales,
REGISTERED AGENT

DATE: June 30, 2006

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