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COVER LETTER

TO:	Registration Section Division of Corporations			
SUBJ	ECT: Metro	opolitan Lendii	ng Group, Inc.	
			g Florida Profit Corporatio	n)
conve				and fees are submitted to tion" in accordance with s.
Please	e return all com	espondence concernin	g this matter to:	
Mic	hael Que	vedo		
	- 	(Contact Person)	•	
Met	tropolitan	Lending Grou	p. Inc.	~
		(Firm/Company)	1	•
<u>853</u>	4 SW 16	3rd place (Address)		
Mia	mi, FL 33	193 City, State and Zip Code)		
For fi	urther informat	ion concerning this ma	tter, please call:	
Mic	hael Que		_{at} (786) 30	3-5838
	(Name of Co	ntact Person)	(Area Code and Da	ytime Telephone Number)
Enclo	sed is a check	for the following amou	int:	
⊠ \$10.	5.00 Filing Fees	\$113.75 Filing Fees and Certificate of Status	S113.75 Filing Fees and Certified Copy	S122.50 Filing Fees, Certified Copy, and Certificate of Status
STRI	EET ADDRES	SS:	MAILING A	ADDRESS:
Divis Clifto 2661	stration Section ion of Corpora on Building Executive Cen hassee, FL 323	tions ter Circle	Registration Division of CP. O. Box 63 Tallahassee,	Corporations 27

Certificate of Conversion For "Other Business Entity" Into Florida Profit Corporation

This Certificate of Conversion <u>and attached Articles of Incorporation</u> are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Metropolitan Lending Group, LLC

(Enter Name of Other Business Entity) LOG-53394

2. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Elorida
(Enter state, or if a non-U.S. entity, the name of the country)

on 5/23/2006

(Enter date "Other Business Entity" was first organized, formed or incorporated)

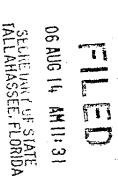
3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

Metropolitan Lending Group, Inc.

(Enter Name of Florida Profit Corporation)

Page 1 of 2



5. If not effective on the date of filing, enter the effective date: (The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)
Signed this 08 day of August , 20 06
Signature: (Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)
Printed Name: Michael Quevedo Title: President

\$35.00 Certificate of Conversion: \$70.00

Fees for Florida Articles of Incorporation: Certified Copy:

\$8.75 (Optional)

Certificate of Status:

Fees:

\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

Metropolitan Lending Group, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

14411 Commerce Way, Suite 420 Miami Lakes, FL 33016

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful purpose.

ARTICLE IV SHARES

The number of shares of stock is:

1,000,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Michael Quevedo 8534 SW 183rd Piace Miami, FL 33193 Tille: President

Michael Ortiz 8534 SW 163rd Place Miami, FL 33193 Title: Vice President

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Michael Orliz 8534 SW 163rd Place Miami, FL 33193

•	ARTICLE VII The name and address of the Incorporator is: The name and address of the Incorporator is: Y SUMPLY SUMPLY SUMPLAND	**************************************
	INCORPORATOR The name and address of the Incorporator is: French X, Sumer Essa, Sume 420 French X, Sumer Essa, Sumer Assa, Sumer 420 French X, Sumer Essa, Sumer Essa, Sumer Assa, Sumer Essa, Sumer Essa	for the registered 8 8 06 Date 8 17 0 6
	designate capacity capacity	
	Signature/Incorporator	