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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : ARES & COMPANY, C.P.A., P.A.
Account Number : I20000000268
Phone : (305)229-8256
Fax Number : (305)229-8252

FLORIDA PROFIT/NON PROFIT CORPORATION

COSMOPOLITAN MORTGAGE BANKERS, INC.

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OFFICE OF FINANCIAL REGULATION

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AGRICULTURE

July 6, 2006

Dagmar Llaudy, Esquire
Law Offices
4000 Ponce de Leon Boulevard, Suite 470
Coral Gables, Florida 33146

Dear Mr. Llaudy:

Re: Cosmopolitan 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

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ARTICLES OF INCORPORATION
 OF
**COSMOPOLITAN MORTGAGE BANKERS,
 INC.**

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 TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

**COSMOPOLITAN MORTGAGE BANKERS,
 INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

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Transact any and all lawful business.

- (1) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

COSMOPOLITAN MORTGAGE BANKERS, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

Yant Garcia
13780 SW 26 ST
STE 105
Miami, Fl. 33175

The principal office and mailing address shall be:

13780 SW 26 ST
STE 105
Miami, Fl. 33175

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ARTICLE VI

The initial Board of Directors shall be composed by One (1) person, whose name and address is:

Yant Garcia
13780 SW 26 ST
STE 105
Miami, Fl. 33175

President

The Shareholder of the Corporation shall be:

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

Yant Garcia
13780 SW 26 ST
STE 105
Miami, Fl. 33175

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of July, 2006


Yant Garcia

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the Corporation is:

**COSMOPOLITAN MORTGAGE BANKERS,
INC.**

2. The name and address of the Registered Agent and office is:

Yant Garcia
13780 SW 26 ST
STE 105
Miami, FL 33175

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.

SIGNATURE:

Yant Garcia

DATE:

08/18/06

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