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EAGLE COMMERCIAL LENDING, INC.

Certificate of Status	0
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Amended and Restated
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation were adopted effective February 13, 2007 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Eagle Commercial Lending, Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
Eagle Commercial Lending, Inc.
8700 West Flagler Street Suite 170
Miami FL 33174

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Aurelio Noya

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Jorge L. Lopez-Garcia | FL Bar Member 861685
Jorge Luis Lopez-Garcia P.A.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146
305-662-2525

Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

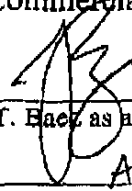
Jorge Luis Lopez-Garcia, Esq.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Eagle Commercial Lending, Inc.

By:  _____
by T. Baer as attorney-in-fact
Name: Amelio Noya
Title: Director
Date: February 13, 2007

Jorge L. Lopez-Garcia I FL Bar Member 861685
Jorge Luis Lopez-Garcia P.A.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146
305-662-2525

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Eagle Commercial Lending, Inc.

REGISTERED AGENT/OFFICE:

Jorge Luis Lopez-Garcia, Esq.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE LUIS LOPEZ-GARCIA, ESQ.
by T. Baez as attorney-in-fact

Date: February 13, 2007

Jorge L. Lopez-Garcia I FL Bar Member 861685
Jorge Luis Lopez-Garcia P.A.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146
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