

William Rodney Muller  
9674 N. W. 10th Avenue  
Suite H804, Miami, FL 33150

February 8, 1995

P95000015042 ✓  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

800001411489  
-02/21/95-01082--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: MORTGAGE & REAL ESTATE, INC.

Gentleman:

Enclosed please find my money order in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date it so I can know the date it was filed.

I called your office to be sure the above name was available and was told that it was O. K. If, however, the clerk was in error and it is not available, Please write in the name, "MORTGAGE COMPANY OF DADE COUNTY", which I was told was also available. Thank you for your cooperation.

Very truly yours,  
*William R. Muller*  
William Rodney Muller

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
MORTGAGE & REAL ESTATE, INC.

ARTICLE I. NAME.

The name of the corporation is: MORTGAGE & REAL ESTATE, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 9674 N. W. 10th Avenue, Suite H804, Miami, Dade County, State of Florida. The street address of the initial principal and registered agent of this corporation, William Rodney Muller, is at the address of 9674 N. W. 10th Avenue, Suite H804, Miami, Fl 33150.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida, where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1000 Shares of common

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stock, with a par value of (\$.01) one cent par value, per share.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The initial Board of Director of this corporation is, William Rodney Muller, 9674 N. W. 10th Avenue, Suite H804, Miami, Fl 33150.

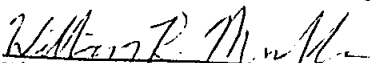
#### ARTICLE VIII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is five hundred Dollars (\$500.00).

#### ARTICLE IX. INTERESTED DIRECTORS.

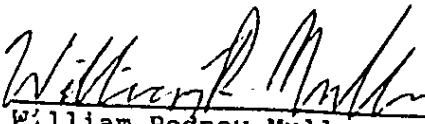
No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

In Witness Whereof, the undersigned has hereunto set his hand this 7th, day of February, 1995.

  
William Rodney Muller, Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATION  
AS NAMED IN ARTICLES OF INCORPORATION

I, William Rodney Muller, whose business office is located at 9674 N. W. 10th Avenue, Suite H 804, Miami, Fl 33150, the person designated as the "Registered Agent" of MORTGAGE & REAL ESTATE, INC., in the above and foregoing Articles of Incorporation, declare that I am familiar with and accept the obligations of the position or Registered Agent under Section 607.0505, Florida Statutes. I further agree to comply with the provisions of the Florida Statutes relating to the proper and complete performance of my duties as registered agent.

  
William Rodney Muller

Dated: February 8, 1995

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