



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

MICHAEL C. VINSON, SR
2964 AVIATION AVENUE
THIRD FLOOR
COCONUT GROVE, FL 33133

SUBJECT: MB MORTGAGE INC.
Ref. Number: W95000008946

We have received your document for MB MORTGAGE INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 295A00019851

**ARTICLES OF INCORPORATION
OF
MBM MORTGAGE CORPORATION**

FILED
95 MAY -9 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is MBM Mortgage Corporation and its address is Grove Place, Suite 300, 2964 Aviation Avenue, Coconut Grove, Florida 33133.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of

the corporation is 2964 Aviation Avenue, Third Floor, Coconut Grove, Florida 33133 and the name of its initial registered agent at such address is Stephen L. Vinson, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Michael C. Vinson
2964 Aviation Avenue
Third Floor
Coconut Grove, Florida 33133

Beatriz Vinson
2964 Aviation Avenue
Third Floor
Coconut Grove, Florida 33133

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Stephen L. Vinson, Jr.
2964 Aviation Avenue
Third Floor
Coconut Grove, Florida 33133

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 14th day of May, 1995.

Stephen L. Vinson, Jr., Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME appeared Stephen L. Vinson, Jr., to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 4th day of May, 1995.

Katherine W. Schauers
NOTARY PUBLIC

Katherine W. Schauers
Printed Name

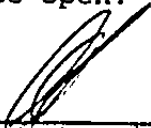
My commission expires:



KATHERINE W. SCHAUERS
MY COMMISSION # 00250264 EXPIRES
January 3, 1997
BOND & TRUST FARM INSURANCE, INC

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Stephen L. Vinson, Jr.
Registered Agent

FILED
95 MAY -9 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000036189

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1997

MBM MORTGAGE CORPORATION
13831 SW 59TH ST
206
MIAMI, FL 33183 US

SUBJECT: MBM MORTGAGE CORPORATION
Ref. Number: P95000036189

Debit Memo #: 9597-B

This is to inform you that check #? in the amount of \$165.00 submitted with the annual report for MBM MORTGAGE CORPORATION has been returned by your bank because of UNCOLLECTED FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 10, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.


Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 697A00031188

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for MBM MORTGAGE CORPORATION, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 28, 1997 for failure to file the required annual report(s), as required by law.

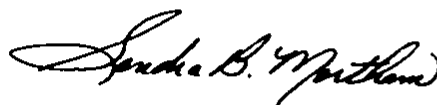
The document number of this corporation is P95000036189.

P95000036189

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-eighth day of August, 1997



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State