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**ARTICLES OF INCORPORATION
OF
CERTIFIED MORTGAGE SPECIALIST, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

CERTIFIED MORTGAGE SPECIALIST, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: DONALD M. BARBACH, ESQUIRE
Nationabank Building RM.2
3388 S. Dixie Highway
Miami, Florida 33156
Florida Bar No. 131409
(806) 670-9994

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FILED
65 MAY 30 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. REGISTERED AGENT

The Registered Agent of this Corporation in the State of Florida shall be:

DONALD M. DARRACH
Nationsbank Building PM.2
9350 S. Dixie Highway,
Miami, Florida 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE ADDRESS

The initial corporate address of the corporation in the State of Florida shall be:

15830 S.W. 153 Court
Miami, Florida 33187

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Robert S. Boots
15830 S.W. 153 Court
Miami, Florida 33187

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX. INITIAL OFFICERS

The name of the initial officer of this Corporation and his street address is:

President/Secretary
ROBERT B. ROOTS
15830 S.W. 153 Court
Miami, Florida 33187

ARTICLE X. INCORPORATION

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ROBERT B. ROOTS
15830 S.W. 153 Court
Miami, Florida 33187

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 25th day of May, 1995.

Robert B. Roots
ROBERT B. ROOTS

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STATE OF FLORIDA
COUNTY OF DADE

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BEFORE ME, a Notary Public, personally appeared ROBERT B. MOOTS, who is personally known to me and did take an oath, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 28th, day of May, 1995.


Notary Public State of Florida

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
Domicile FOR THE SERVICE OF PROCESS WITHIN THIS STATE
HAVING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, the following is submitted, in compliance with said Statutes:

That CERTIFIED MORTGAGE SPECIALIST, INC. desires to organize under the laws of the State of Florida, with its initial corporate office at 15830 S.W. 153 Court, Miami, Florida 33187, appoints Donald M. Darrach, as its agent to accept service of process within this State at Nationsbank Building, 9350 S. Dixie Highway, PH. 2, Miami, Florida 33156.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.


DONALD M. DARRACH

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 30 AM 10:21

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LAW OFFICES
FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.
A PROFESSIONAL ASSOCIATION
ADVENTURA CORPORATE CENTER, SUITE 505
20801 NISCAVNE BOULEVARD
ADVENTURA, FLORIDA 33180-1422

NICHOLAS PAUL SHIENVOLD

TELEPHONE (305) 933-2000
TELEFAX (305) 936-0101

P95000041849

August 7, 1996

Secretary of State
Division of Corporations
Amendment Division
Post Office Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
AUG 7 1996

RE: Corporate Name Change for Certified Mortgage Specialist, Inc.

To Whom It May Concern:

Enclosed please find original Articles of Amendment of Articles of Incorporation of Certified Mortgage Specialist, Inc. Also enclosed is our check in the amount of \$35.00 to cover the cost of changing the corporation's name. Should you require any additional information or have any questions regarding our client, please do not hesitate to contact the undersigned. Thank you for your cooperation.

Very truly yours,

Michael Paul Shienvold

MICHAEL PAUL SHIENVOLD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

26 AUG -8 PM 1:56

APPROVED
AND
FILED

MPS/dlh
Enclosures:

OK
P95000041849
JUL 28 1996

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CERTIFIED MORTGAGE SPECIALIST, INC.

ARTICLE I

The name of the corporation is CERTIFIED MORTGAGE SPECIALIST, INC.

ARTICLE II

The name of the corporation shall be changed, upon the filing of these Articles of Amendment to:

ROOTS CALIN & ASSOCIATES, INC.

ARTICLE III

This Amendment is adopted by the Board of Directors without shareholder action, which action is not required.

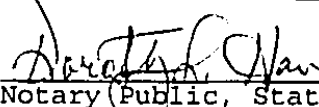
IN WITNESS WHEREOF, the undersigned president and secretary, have executed these Articles of Amendment of Articles of Incorporation to CERTIFIED MORTGAGE SPECIALIST, INC., this 5th day of AUGUST, 1996.


Robert R. Roots

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgements in the county and state aforementioned, personally appeared Robert B. Roots, as President/Secretary, of Certified Mortgage Specialist, Inc., and produced F.D.L. # R320-762-67-014-0, as identification, and to me well known to be the person, who executed the foregoing instrument, and has acknowledged to me, under oath, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 5th day of August, 1996.


Notary Public, State of Florida at Large

My Commission Expires:



APPROVED
AND
FILED