

08/22/95 18:47

FAS-T CORPORATE AGENTS

(305) 592-9591

P 001

P9500006603/

FLORIDA DIVISION OF CORPORATIONS 3:12 PM
 PUBLIC ACCESS SYSTEM
 ((H95000009238)) ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
 DEPARTMENT OF STATE 8405 NW 53RD ST
 STATE OF FLORIDA SUITE C-100
 409 EAST GAINES STREET MIAMI FL 33166- 9-0000-0127
 TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
 PHONE: (305) 599-0839
 FAX: (904) 922-4000 FAX: (305) 592-9591

(((H95000009238))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: MORTGAGE AMERICA FINANCIAL, INC.
 FAX AUDIT NUMBER: H95000009238 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 08/21/1995 TIME REQUESTED: 13:12:40
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000009238)))
 ** ENTER 'M' FOR MENU. **
 8/21/95 FLORIDA DIVISION OF CORPORATIONS 3:13 PM
 PUBLIC ACCESS SYSTEM

[Handwritten signature]
 8/25/95
 RECEIVED
 8/22/95 10:20

[Handwritten notes]
~~8/24/95~~
 9/9 per. Data
 625 att. 2

FILED
 08/25 PM 1:43
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 23, 1995

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: MORTGAGE AMERICA FINANCIAL, INC.
REF: M95000017002

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX and #: H95000009238
Letter Number: 495A00039376

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

RECEIVED

95 AUG 23 PM 12:05

RECEIVED

119500009238

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

MORTGAGE AMERICA FINANCIAL, INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

Address of principal office of the corporation shall be: 11401 Bird Road, Suite #205, Miami, FL 33165

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars, or such greater amount as may be required by law.

ARTICLE FIVE

NUMBER OF DIRECTORS

This corporation shall at all times have at least one Director. The Stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation shall at all times have a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

Prepared by: Michael A. Ruiz
10975 SW 40th St. # 302
Miami, FL 33165
(305) 552-9997

RECORDED
INDEXED
FILED
MAY 13 1982
MORTGAGE AMERICA FINANCIAL, INC.

119500009238

H95000009238

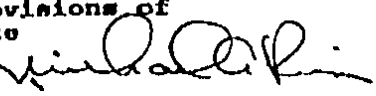
ARTICLE NINE

REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's registered office and the name of its initial registered agent at such address are as follows:

NAME	ADDRESS
Michael A. Ruiz	10975 SW 40 Street, #302 Miami, Florida 33165

I HEREBY AGREE to act as Registered Agent for this corporation, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Registered Agent

SOLE SUBSCRIBERS AND INITIAL DIRECTORS

The undersigned individuals, competent to contract, executed this Certificate of Incorporation as sole subscribers and initial Directors. The undersigned individuals shall hold office as directors until their successors have qualified, following their election or appointment.

Subscriber/Director: Michael A. Ruiz	Street Address: 10975 SW 40 Street, #302 Miami, Florida 33165
-----------------------------------------	---------------------------------------------------------------------

Director: Anthony M. Rodriguez	Street Address: 10975 SW 40 Street, #302 Miami, Florida 33165
-----------------------------------	---------------------------------------------------------------------

Subscriber/Director:	Street Address:
----------------------	-----------------

Subscriber/Director:	Street Address:
----------------------	-----------------

H95000009238

H95000009238

ARTICLE SEVEN**AMENDMENT**

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT**CAPITAL STOCK**

This corporation is authorized to issue shares of stock as follows:

A. Designation: The Stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: 1500 SHARES

C. Par Value: Each share of Common Stock shall have the par value of: ONE (\$1.00) DOLLAR

D. Consideration: Each share of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of common stock Common Stock shall be used in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of Common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors of our assets legally available for such purpose.

I. Liquidation Rights: Holders of Common Stock are entitled, in the even of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

H95000009238

08/22/95 18149 FAS-T CORPORATE AGENTS

(305) 592-9591

P. 005

H95000009238

FILED
08 AUG 25 PM 11:43
NOTARY PUBLIC
MIAMI, FLORIDA

IN WITNESS WHEREOF, the undersigned subscribers do make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Date: August 9, 1995



STATE OF FLORIDA
SS.
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared

-- Michael A. Ruiz

to me well known and known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED: August 9, 1995

Notary Public, State of Florida

H95000009238