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BENNETT M. COOPER

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MEMBER OF FLORIDA DISTRICT
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August 29, 1995

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BY EXPRESS MAIL
Department of Corporations
Secretary of State
409 E. Gaines St.
Tallahassee, FL 32314

Re: Articles of Incorporation/ AG MORTGAGE CO.

Greetings:

Enclosed herewith are original and copy of Articles of Incorporation of AG MORTGAGE CO., as well as Designation and Acceptance of Registered Agent.

Also enclosed is my trust account check to Secretary of State for \$70.00, \$35.00 for the Articles of Incorporation and \$35.00 for the Designation and Acceptance of Registered Agent.

Please send the file-marked copy to the undersigned at the above letterhead address. Thank you for your prompt attention to this matter.

Very truly yours,

Bennett M. Cooper
Bennett M. Cooper

BMC/sf
Enclosures

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6:33 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AG MORTGAGE CO.

ARTICLE I

Name of Corporation

The name of this corporation is AG MORTGAGE CO., and its office is located at 4241 S.W. 104 Court, Miami, Florida 33165.

ARTICLE II

Nature of Business

The general nature of the business of the Corporation, and the objects and purposes to be transacted, promoted or carried on by it are as follows:

- A. Mortgage loan and other loan transactions.
- B. The transaction of any other lawful business.

ARTICLE III
Capital Stock

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time shall be One Thousand Shares of Common Stock, having a par value of One Dollar (\$1.00) each, amounting in the aggregate of One Thousand (\$1,000.00) Dollars. All such shares shall be of one class and shall be designated as Common Stock. Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV
Initial Capital

The minimum amount of capital with which the Corporation shall commence business is One Thousand (\$1,000.00) Dollars.

ARTICLE V
Term of Corporation

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI
Directors

This corporation shall have one (1) Directors initially. The number of Directors of the Corporation may either be in-

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never be less than one (1).

The Directors shall hold office until the first annual meeting of Stockholders or until their successors are elected or appointed and have qualified.

The names and addresses of the initial Directors of this Corporation are:

ADELFA GARCIA

4241 S.W. 104 Court
Miami, Florida 33165

ARTICLE VII
Indemnity

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII
Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
Registered Agent

The initial Registered Agent for this corporation, and the registered office are as follows:


ADELFA GARCIA
4241 S.W. 104 Court
Miami, Florida 33165

The name and address of the subscriber to these Articles of Incorporation are as follows:

NAME
ADELFA GARCIA

POST OFFICE ADDRESS
4241 S.W. 104 Court
Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned makes and subscribes these Articles of Incorporation on this 28th day of August, 1995.

 (SEAL)
ADELFA GARCIA

STATE OF FLORIDA)
COUNTY OF DADE)SS:

BEFORE ME, the undersigned authority, this 28th day of August, 1995, personally appeared ADELFA GARCIA, who furnished her Florida Driver's License as identification, the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she duly acknowledged to me that he executed the same for the purposes therein expressed, and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name of Notary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that AG MORTGAGE CO., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation in the County of Dade,
State of Florida, has named ADELFA GARCIA, 4241 S.W. 104 Court,
Miami, Florida 33165, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this certifi-
cate, I hereby accept to act in this capacity and agree to comply
with the provision of said Act relative to keeping open said
office.

 (SEAL)
ADELFA GARCIA