

P96000024197

122 Lakeview Avenue
Fourth Floor
Post Office Box 3100
West Palm Beach, Florida 33402-3100
407/653-6100
800/357-6102 (Florida Only)
FAX 407/653-5333

Attorneys at Law
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

Direct Dial Number: (407) 653-5124

March 13, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

000001743090
-03/14/96--01059--016
****122.50 ****122.50

Re: Preferred Mortgage Investors Corp.

Dear Sir:

Enclosed is one original and one copy of the Articles of Incorporation and Registered Agent forms for the above-referenced corporation.

The original is to be filed in your office and the copy is to be certified and returned to this office. Also enclosed our firm check in the amount of \$122.50.

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
TOTAL	<u>\$122.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
\$6 MAR 14 AM 10:11

The corporate name was reserved as Preferred Mortgage Investors Corporation and we now desire to incorporate as Preferred Mortgage Investors Corp.

Please give me a call me if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY

Susan D. Bober
Legal Assistant

Enclosures

QBWPDI187334

9/3/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 MAR 14 AM 10:11

OF

PREFERRED MORTGAGE INVESTORS CORP.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Preferred Mortgage Investors Corp.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation is 1515 University Drive, Suite 105, Coral Springs, Florida 33071.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares designated as "Common Stock," of the par value of one cent (\$0.01) per share and One Hundred Thousand (100,000) shares designated as "Class A Preferred Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

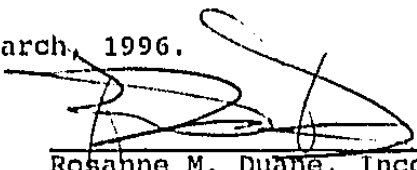
ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402, and the name of its initial registered agent at such address is Florida-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is Rosanne M. Duane, 222 Lakeview Avenue, Fourth Floor, West Palm Beach, Florida 33402.

Executed this 12th day of March, 1996.

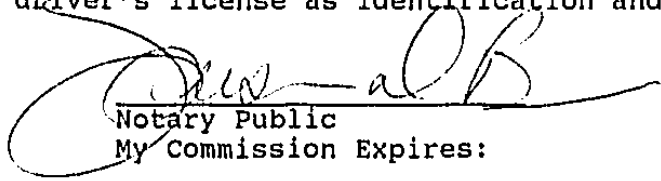


Rosanne M. Duane, Incorporator

STATE OF FLORIDA)
) SS
PALM BEACH COUNTY)

Personally appeared before me this 12th day of March, 1996 the above-named Rosanne M. Duane. She is personally known to me or has produced a driver's license as identification and did take an oath.

(NOTARY SEAL)



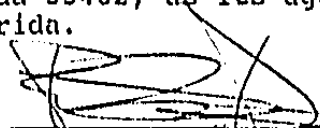
Notary Public
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE FOR SERVICE OF PROCESS.

In compliance with Section 48.091, Florida Statutes, the
following is submitted:


1. That Preferred Mortgage Investors Corp., desiring to
organize under the laws of the State of Florida, has named
Florida-Lawdock, Inc. located at 222 Lakeview Avenue, Fourth
Floor, West Palm Beach, Florida 33402, as its agent to accept
service of process within Florida.



Rosanne M. Duane, Incorporator
Dated: March 12, 1996

2. That, having been named to accept service of process
for the above-stated corporation, at the place designated in this
Certificate. The undersigned hereby agrees to act in this
capacity and agrees to comply with the provisions of Chapter
48.091, F.S., relative to keeping open said office.

FLORIDA-LAWDOCK, INC.,
Registered Agent

By: 

Charles W. Littell
Its: Vice President
Dated: 3-13-96, 1996

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 14 AM 10:11

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222 Lantana Avenue
Fourth Floor
Post Office Box 3188
West Palm Beach, Florida 33407-3188
407/863 6000
800/357-6102 (Florida Only)
FAX 407/863 6333

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Quarles & Brady

Direct Dial Number: (407) 653-5124

March 27, 1996

VIA FEDERAL EXPRESS

Secretary of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

700001763287
-03/29/96--01105--009
*****35.00 *****35.00

Re: Preferred Mortgage Investors Corp.

Dear Sir:

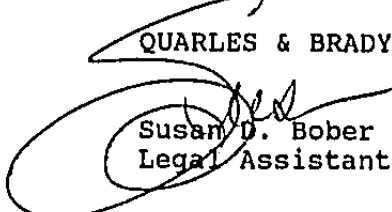
Enclosed is one original Amendment to Articles of Incorporation and one copy of same for the above-referenced corporation.

The original is to be filed in your office and the copy is to be stamped and returned to this office. Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee.

I have enclosed a self-addressed stamped return envelope for your convenience. Please give me a call if there is any reason why these requests cannot be met promptly. Thank you for your attention to this matter.

Very truly yours,

QUARLES & BRADY


Susan D. Bober
Legal Assistant

Enclosures

Q11W111187875.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 PM 3:39
APR 2

AMENDMENT NO. ONE
TO
ARTICLES OF INCORPORATION
OF
PREFERRED MORTGAGE INVESTORS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 PM 3:39

PREFERRED MORTGAGE INVESTORS CORP., a Florida corporation, under its corporate seal and the hands of its President, Martin Goldstein, and Secretary, Jack Bernstein, hereby certify that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adopted by the Board of Directors and by all holders of the outstanding stock of the corporation, by written instrument dated March 19, 1996, to-wit:

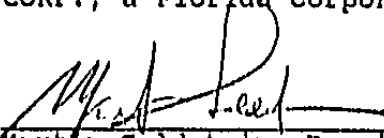
RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of PREFERRED MORTGAGE INVESTORS CORP., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on March 14, 1996 be amended by striking Article I thereof in its entirety and by substituting therefor the following:

ARTICLE I
Name

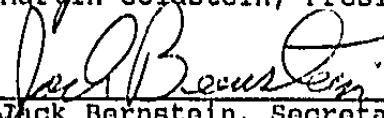
The name of the corporation is Preferred Mortgage Investors, Inc.

IN WITNESS WHEREOF, said corporation has caused this
Certificate to be signed in its name by its President and Secretary
this 20 day of March, 1996.

PREFERRED MORTGAGE INVESTORS
CORP., a Florida corporation



Martin Goldstein, President



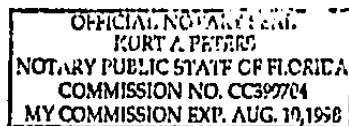
Jack Bernstein, Secretary

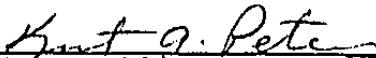
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was
acknowledged before me by Martin Goldstein, President of PREFERRED
MORTGAGE INVESTORS CORP., a Florida corporation, on behalf of said
corporation, who is personally known to me or who has produced a
drivers' license as identification and who did take an oath, this
20 day of March, 1996.

(NOTARY SEAL)





Notary Public
Print Name: Kurt A. Peters
Commission No.: CC 399704
My Commission Expires: Aug. 10, 1998

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that the foregoing document was acknowledged before me by Jack Bernstein, Secretary of PREFERRED MORTGAGE INVESTORS CORP., a Florida corporation, on behalf of said corporation, who is personally known to me or who has produced a drivers' license as identification and who did take an oath, this 20 day of March, 1996.

(NOTARY SEAL)

OFFICIAL NOTARY SEAL
KURT A. PETERS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC399731
MY COMMISSION EXP. AUG. 10, 1998

Kurt A. Peters
Notary Public
Print Name: Kurt A. Peters
Commission No.: CC 399731
My Commission Expires: Aug. 10, 1998