

P96000034985

April 15, 1996

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MANHATTAN YORK MORTGAGE TRUST, INC.

Dear Sir/Madam:

Enclosed please find one original and a copy of Articles of Incorporation for the above referenced corporation, as well as the filing fee of \$122.50.

Please file the original and return a certified stamped copy to me at 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Tony Pompile
Assistant

/tp
enclosure

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DIVISION OF CORPORATIONS
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Articles of Incorporation

of

Manhattan York Mortgage Trust, Corp.

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DIVISION OF CORPORATIONS

96 APR 18 AM 10:50

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

**Article I
Name**

The name of this corporation is Manhattan York Mortgage Trust, Corp.

**Article II
General Nature of Business**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**Article III
Capital Stock**

This corporation is authorized to issue 1,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**Article IV
Corporate Existence**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 4800 North Federal

Highway, Suite 307-D, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is Sandra E. Brooks

Article VI Initial Principal Office

The initial principal office and mailing address of this corporation is 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

Article VII Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Sandra E. Brooks 4800 N. Federal Highway
Suite 307-D
Boca Raton, Florida 33431

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

Article VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

Article IX Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

Article X Incorporators

The name and address of the person signing these Articles is: Sandra E. Brooks, 4800 North Federal Highway, Suite 307-D, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation the 12th Day of April, 1996.

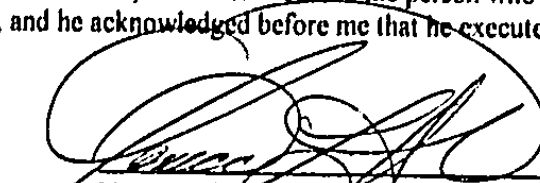


Subscriber and Registered Agent

State of Florida)
) SS
County of Palm Beach)

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DIVISION OF CORPORATIONS
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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sandra E. Brooks, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.



Notary Public
State of Florida at Large

OFFICIAL NOTARY SEAL
MONICA L. ABREU
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC791736
MY COMMISSION EXP. JULY 8, 1997

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of section 607.325 Florida Statutes.

By: 

Sandra E. Brooks