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FLORIDA DIVIBION OF CORFORATIONS

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TO: DIVISION OF CORPORATIONS FROM: MIDSTATE LEGAL SUPPLY CORP. 4436 OLD WINTER GARDEN RD DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET ORLANDO FL 32811-TALLAHASSEE, FL 32399 CONTACT: DAVID ALMEIDA

FAX: (904) 922-4000 PHONE: (407) 299-8220 FAX: (407) 291-6912

FLORIDA PROFIT CORPORATION OR P.A. (((H96000006301))) DOCUMENT TYPE:

NAME: J. P. MORTGAGE & INVESTMENT CORP.

CURRENT STATUS: REQUESTED FAX AUDIT NUMBER: H96000006301 TIME REQUESTED: 12:21:15 DATE REQUESTED: 05/03/1998

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AUDIT #H96Q00006301

Articles of Incorporation of

J. P. MORTGAGE & INVESTMENT CORP.

The undereigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of	the corporati	an isi
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J. P. MORTGAGE & INVESTMENT CORP.

- 2. The duration of the corporation shall be perpetual.
- 3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all fawful pusiness for which corporations may be incorporated under this chapter.
- 4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
- 5. The principal address and mailing address of the corporation will be

c/o 517 W. Colonial Dr.; Orlando, FL 32804

- 6. The name of its initial registered agent is MIDSTATE LEGAL SUPPLY CORP. Its address is: 4435 Old Winter Garden Rd., Orlando FL 32811.
- 7. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as a member thereof is as follows:

Jorge Perez; c/o 517 W. Colonial Dr.; Orlando, FL 32804

8. The name and address of the sole incorporator is: DAVID ALMEIDA, c/o MIDSTATE LEGAL SUPPLY CORP., 4435 Old Winter Garden Rd., Orlando, FL 32811, (497) 299-8220.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

May 3, 1996

DAVID ALMEIDA

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared DAVID ALMEIDA, known to me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and State named on

NANCY J. HORTON
INY COMMISSION & CO 215786
EXPERS July 6, 1866
Sended The Robert Plant Underwiters

Manus Houte

I, the undersigned, hereby accept appointment as Resident Agent of the above noted corporation.

DAVID ALMEIDA c/o MIDSTATE LEGAL SUPPLY CORP. 4435 Old Winter Gerden Rd. Orlando, FL 32811 (407) 299-8220

AUDIT #H96000006301

DAVID ALMEIDA
Assistant Societary
MIDSTATE LEGAL SUPPLY CORP.

DAFL-MC

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6000039140 _0.00000013923999000 -08/21/96--01089--016 +++++35.00 +++++35.00 Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Walk in Will wait Mail out Photocopy Certificate of Status NEW FILINGS AMENDMENTS Profit Amendment Resignation of R.A., Officer/ Director NonProfit Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials



July 30, 1996

Anthony Suarez, Esq. 517 W. Colonial Dr. Orlando, FL 32804

SUBJECT: J.P. MORTGAGE & INVESTMENT CORP.

Ref. Number: P96000039140

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Steven Harris Corporate Specialist

Letter Number: 196A00036473



August 7, 1996

Anthony Suarez, Esq. 517 W. Colonial Dr. Orlando, FL 32804

SUBJECT: J.P. MORTGAGE & INVESTMENT CORP.

Ref. Number: P96000039140

We have received your document for J.P. MORTGAGE & INVESTMENT CORP. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6908.

Letter Number: 096A00037583

Steven Harris Corporate Specialist



A. SUAREZ & ASSOCIATES, P.A. Attorneys at Law

	Zettornoyis at 15444
Anthony Suarez Esquire*	
Paralegal: Carmen I, González	
Legal Assistant: Maggle Cruz	August 15, 1996
*New York & Florida Bar Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Attn: Mr. Steven Harris Corporate Specialist	
	Re: J.P. Mortgage & Investment Corp. Ref. No. P96000039140
Dear Mr. Harris:	
As per your letter dated August 7, along with a check in the sum of \$35.00.	1996, enclosed please find the corrected documents Kindly process accordingly.
Thank you for your attention regar	rding this matter.
	Very truly yours,
,	A. SUAREZ & ASSOCIATES, P.A. Anthony Suarez, Esq.
AS/nc	
Enc.	

Please Reply to:

C DOCUMENT/NORMAUPINVEST/LETTERS/WPD

517 West Colonial Drive Orlando, FL 32804 (407) 841-7373 Fax: (407) 841-7181 One Fordham Place, Suite 901D Bronx, NY 10458



OFFICE OF COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE STATE OF FLORIDA TALLAHASSER 32399-0350

July 10, 1996

Anthony Suarez, Esq.
A. Suarez & Associates, P.A.
Attorneys at Law
517 West Colonial Drive
Orlando, FL 32804

Re: "American International Mortgage Bankers and Investments Co., Inc."

"Inter American Mortgage Bankers and Investments, Inc."

"Inter American Investment and Mortgage Bankers, Inc."

"International Mortgage Banker of Florida, Inc.".

"Florida-International Mortgage Bankers and Investments, Inc."

"The Americas International Mortgage Bankers and Investments, Inc."

Dear Mr. Suarez:

On June 5, 1996, the Division of Banking received your request for clearance to use the above-mentioned corporate name(s). This request was noticed in the Florida Administrative Weekly beginning June 14, 1996, for 21 days until July 5, 1996 for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

- (2)(a) No person other than a financial institution shall, in this state:
- (a) Transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner;
- (b) Use any name, word, sign, symbol, or device in any context or in any manner; or
- (c) Circulate or use any letterhead, billhead, circular paper, or writing of any kind or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a financial institution or which is likely to lead any person to believe that such business is that of a financial institution:

July 10, 1996 Page Two

however, the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or the plural of any thereof, may be used by, and in the corporate or other name or title of, any company which is or becomes a financial institution holding company pursuant to federal law; any subsidiary of any such financial institution holding company which includes as a part of its name or title all or any part, or abbreviations, of the name or title of the financial institution holding company of which it is a subsidiary; any trade organization or association, whether or not incorporated, functioning for the purpse of promoting the interests of financial institutions or financial institution holding companies, the active members of which are financial institutions or financial institution holding companies; and any international development bank chartered pursuant to part it of chapter 663.

It is the opinion of this Department that your corporate name(s) are definitive enough to differentiate the business being conducted from that of a financial institution or trust company. Therefore, the Department is able to grant your request for approval of the referenced corporate name(s).

Sincerely

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF AMENDMENT J. P. MORTGAGE & INVESTMENT CORP.

The following are the amendments to the articles of incorporation of the above Corporation, adopted by resolution after a majority vote of the Directors and Shareholders of the Corporation on July 12, 1996.

- 1. The name of te Corporation shall be International Mortgage Banker of Florida, Inc.
- 2. The older and new registered office and business address of the Corporation was 517 W. Colonial Drive, Orlando, FL 32804.
 - 3. The previous registered agent was Jorge Perez. The new registere I agent is Jorge Perez.

I, Jorge Perez, understand the duties and said obligations and duties.	obligations o	l like	Affice o	of registered	agent and	accept
said obligations and duties.	,	$/\!/$	\mathcal{Y}	/		•

4. The Corporation shall have two Directors. The Directors of te Corporation shall be Anthony Suarez and Jorge Perez.

Adopted on this 12th day of July, 1996

ANTHONY SUAREZ DIRECTOR, Chairman Board of Directors

STATE OF FLORIDA COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Jorge Perez, to me known to be the person who executed the foregoing Articles of Amendment, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of July, 1996.

NOTARY/PUBLIC
C INCUMENTAL PROPERTY AND CONTROL OF THE PROPERTY OF THE PROPERT

ANN PUBLIC MAGGIE CRUZ My Commission CC286051 Expires Mar. 14, 1997 Hueldaborry Associates Inc. 600-427-1555