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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 010771 4341127

AUTHORIZATION : Patricia Pizitz

COST LIMIT : \$ 122.50

ORDER DATE : July 5, 1996

ORDER TIME : 9:41 AM

ORDER NO. : 010771

CUSTOMER NO: 4341127

100001885151

CUSTOMER: Ms. Maria E. Ramirez
COLL DAVIDSON CARTER SMITH
SALTER AND BAKETT, P.A.
3200 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: BAYVIEW FINANCIAL CAPITAL
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 2:10

RECEIVED
96 JUL -5 AM 11:41
DIVISION OF CORPORATION

7/5/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 2:10

**ARTICLES OF INCORPORATION
OF
BAYVIEW FINANCIAL CAPITAL CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I -- CORPORATE NAME

The name of the corporation is:

Bayview Financial Capital Corporation

ARTICLE II -- DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III -- PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue six thousand (6,000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Registered Agent of this Corporation is:

Jimmy L. Morales, Esq.
Coll Davidson Carter Smith
Salter & Barkett, P.A.
3200 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131

The mailing address of the corporation is:

Bayview Financial Capital Corporation
2665 South Bayshore Drive
Suite 301
Miami, FL 33133

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than two (2). The name and address of the initial directors of the corporation is as follows:

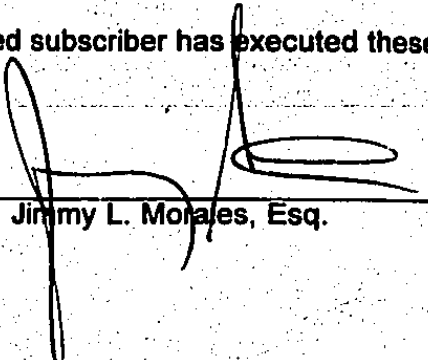
<u>Name</u>	<u>Address</u>
David Erte	2665 South Bayshore Drive Suite 301 Miami, FL 33133
Nancy Hector	2665 South Bayshore Drive Suite 301 Miami, FL 33133

ARTICLE VII -- INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Jimmy L. Morales, Esq.	c/o Coll Davidson Carter Smith Salter & Barkett, P.A. 3200 Miami Center 201 South Biscayne Boulevard Miami, FL 33131

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of July, 1996.


Jimmy L. Morales, Esq.

STATE OF FLORIDA

COUNTY OF DADE

} 35

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JIMMY L. MORALES, known to me and known to be the person who executed the foregoing Articles of Incorporation, who took oath and acknowledged before me that he executed these Articles of Incorporation and produced a Driver's License as identification.

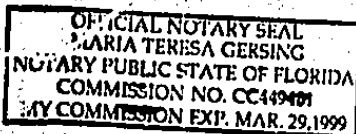
WITNESS my hand and official seal in the County and State last aforesaid this 2 day of July, 1996.

[Notary Rubber Stamp Seal]

Maria Teresa Gersing
Notary Signature

MARIA TERESA GERSING
Printed Notary Signature

My Commission Expires:



**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
for
BAYVIEW FINANCIAL CAPITAL CORPORATION**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -5 PM 2:10**

Pursuant to Florida Statutes Sections 48.051 and 307.0501, the following
is submitted:

The above corporation, desiring to organize under the laws of the State of
Florida with its registered office as indicated in the Articles of Incorporation at:

c/o Coll Davidson Carter Smith
Salter & Baixett, P.A.
3200 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

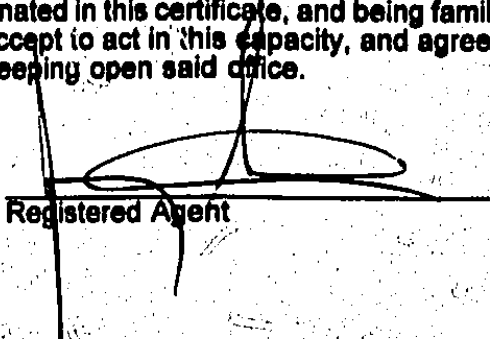
has named:

Jimmy L. Morales, Esq.

located at the above said address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for
the above stated corporation at the place designated in this certificate, and being familiar
with the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


Registered Agent