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11513 N. W. 4th Terrace  
Miami, Florida 33172  
September 17, 1996

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Secretary of State  
The Firestone Building  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: **DIVERSIFIED MORTGAGE SPECIALISTS, CORP.**

Gentlemen:

Enclosed are two originals of the articles of incorporation, along with your required filing fee of \$122.50. Please send me a certified copy of these articles in the enclosed envelope.

Should you have any questions, please do not hesitate to contact me at (305) 223-2710.

Very truly yours,

*Manuela Joe-Ann Gomez*  
MANUELA JOE-ANN GOMEZ

SEP 20 1996

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FILED  
96 SEP 19 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED MORTGAGE SPECIALISTS, CORP.**

**FILED**  
96 SEP 19 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME/MAILING ADDRESS.** The name of this corporation is:  
**DIVERSIFIED MORTGAGE SPECIALISTS, CORP.** The corporation's mailing address is:  
11513 N. W. 4th Terrace, Miami, Florida 33172.

**ARTICLE II - DURATION**

This corporation is to exist perpetually. It shall commence upon the signing of these Articles of Incorporation by the undersigned Subscriber.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares at Fifty (\$50) Dollars par value.

Shares may be issue for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholder by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their

decision to determine the consideration for the issuance of non-issuance or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issue shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 11513 N. W. 4th Terrace, Miami, Florida 33172, and the name of the initial registered agent of this corporation at that address is **MANUELA JOE-ANN GOMEZ**.

#### **ARTICLE VII - INITIAL BOARD DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the bylaws, but shall never be less than one (1).

### **ARTICLE VIII - INITIAL DIRECTOR**

The name and street address of each of the members of the Initial Board of Directors of this corporation is:

**MANUELA JOE-ANN GOMEZ**  
11513 N. W. 4th Terrace  
Miami, Florida 33172

### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such member thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such directors officer of such other corporation or not so interested.

#### **ARTICLE X - REMOVAL OF DIRECTORS**

Any directors the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

#### **ARTICLE XI - INCORPORATION**

The name and street address of each subscriber of these Articles of Incorporation is:

**MANUELA JOE-ANN GOMEZ**  
11513 N. W. 4th Terrace  
Miami, Florida 33172

#### **ARTICLE XII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed and new Bylaws may be adopted by the shareholders may prescribed in any Bylaws made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

#### **ARTICLE VIII - POWERS**

This corporation shall have all powers necessary or convenient to effect its purposes as enumerate in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the Directors of the Board of Directors.

#### **ARTICLE XIV - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 17th day of September, 1996.

  
MANUELA JOE-ANN GOMEZ

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 **DIVERSIFIED MORTGAGE SPECIALISTS, CORP.**, desiring to organize under the laws of the State of Florida within its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida, has named: **MANUELA JOE-ANN GOMEZ**, 11513 N. W. 4th Terrace, Miami, Florida 33172, as its agent to accept services 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 certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Manuela Joe-Ann Gomez*  
**MANUELA JOE-ANN GOMEZ**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA