

P9700000157

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CHOICE RATE MORTGAGE CO.

AUDIT NUMBER.....H97000000261

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 7, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CHOICE RATE MORTGAGE CO.
REF: W97000000372

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-5573.

Terri Buckley
Corporate Specialist

FAX Aud. #: H97000000261
Letter Number: 597A00000761

ARTICLES OF INCORPORATION
OF

CHOICE RATE MORTGAGE CO.

I, THE UNDERSIGNED subscriber of the Articles of Incorporation, being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

CHOICE RATE MORTGAGE CO.

ARTICLE TWO

DURATION: The corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges

Caridad Amores, Esq.
292 Westward Dr.
Miami Springs, FL 33166
(305) 889-1015
F.B. #795770

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which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporation of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 500 shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other consideration.

ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:
292 WESTWARD DRIVE
MIAMI SPRINGS, FL 33166

REGISTERED AGENT AND ADDRESS:
Caridad Amores, Esq.
290 Westward Dr.
Miami Springs, FL 33166

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The principal place of business is: 292 Westward Dr.
Miami Springs, FL 33166

ARTICLE SIX

DIRECTOR: There shall be one director constituting the initial Board of Directors as follows:

John S. Walters
292 Westward Drive
Miami Springs, FL 33166

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscribers to this Articles of Incorporation and the number of shares of stock they agree to take and the value of the consideration thereof is:

NAME AND ADDRESS:
John S. Walters
292 Westward Drive
Miami Springs, FL 33166

SHARES OF COMMON STOCK/CONSIDERATION:
500/\$500.00

ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The By-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, I have set our hands and seals in Dade County, Florida, this 6th day of January, 1997.


JOHN S. WALTERS

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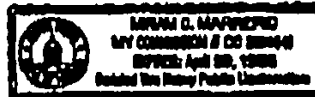
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

ON THIS DAY PERSONALLY appeared before me, a Notary Public,
JOHN B. WATERS, personally known to me or who produced a driver's
license as identification and known to me to be the person
described in and who signed the foregoing Articles of
Incorporation, and he acknowledged to me that he signed the same
freely and voluntarily.

WITNESS my hand and seal in Dade County, Florida this 6th
day of January, 1997.

Miriam C. Maffredo

NOTARY PUBLIC, STATE OF FLORIDA



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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That: CHOICE RATE MORTGAGE, CO. desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, Dade County, State of Florida, has named Caridad Amores, Esq., 290 Westward Drive, Miami Springs, Florida 33166 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the stated Corporation, at 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.

By: 

RESIDENT AGENT AND REGISTERED AGENT

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