

P97000008375



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 233642 7122420

AUTHORIZATION :

Patricia Pujute

COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 233642-005

000002066360--5

CUSTOMER NO: 7122420

CUSTOMER: Alan R. Shane, Esq
ASSOCIATED LEASING
INTERNATIONAL CORP.
Suite 475
1489 West Palmetto Park Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: ASSOCIATED MORTGAGE
INTERNATIONAL 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: Lori R. Dunlap

EXAMINER'S INITIALS:

W97-1801
KR 1-24
1-29-97

FILED
97 JAN 23 AM 8:27
SECRET
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 23 PM 12:33
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1997

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION
Ref. Number: W97000001801

We have received your document for ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00003672

RECEIVED
97 JAN 28 PM 4:27
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
of
ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION

FILED
97 JAN 23 AM 8:27
SECRET
TALLAHASSEE, FLORIDA

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. NAME

The name of the corporation shall be:

ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the registered office of the corporation shall be ; initially:

**ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION
1489 West Palmetto Park Road-Suite #475
Boca Raton, Florida 33486**

The name of the registered agent of the corporation at that address is, initially:

KEITH F. DUFFY, PRESIDENT

The principal office address shall be the same.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon 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 prorata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have three directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Keith F. Duffy Director	C/O Associated Leasing International Corp. 1489 W. Palmetto Park Road-Suite #475 Boca Raton, Florida 33486
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Ronald Shane Director	(same as above)
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Robert Shane Director	(same as above)
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ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are selected or appointed are:

Keith F. Duffy President	C/O Associated Leasing International Corp. 1489 W. Palmetto Park Road-Suite #475 Boca Raton, Florida 33486
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Ronald Shane Vice Pres./Secy.	(same as above)
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Robert Shane Vice Pres./Treas.	(same as above)
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ARTICLE IX. SUBSCRIBER

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

Keith F. Duffy	C/O Associated Leasing International Corp. 1489 W. Palmetto Park Road-Suite #475 Boca Raton, Florida 33486
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of January, 1997.

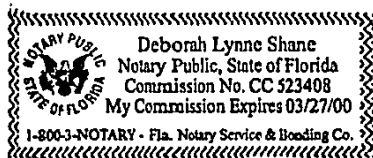
 (SEAL)
Keith F. Duffy

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
22nd day of January, 1997, by Keith F. Duffy.


Notary Public, State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ASSOCIATED MORTGAGE INTERNATIONAL CORPORATION

2. The name and address of the registered agent and office is:

KEITH F. DUFFY, PRESIDENT
(NAME)

1489 W. Palmetto Park Road-Suite #275

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Boca Raton, Florida 33486

(CITY/STATE/ZIP)

FILED
97 JAN 23 AM 8:27
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)
Keith F. Duffy, President

January 22, 1997
(DATE)