

P97000010319

MARIO ANTONIO PRADO  
861 S.W. 135TH COURT  
MIAMI, FLORIDA 33184-1881  
(305)

225-6305

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JANUARY 7TH, 1997

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

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-01/16/97--01054--018  
\*\*\*122.50 \*\*\*122.50

Dear Sirs:

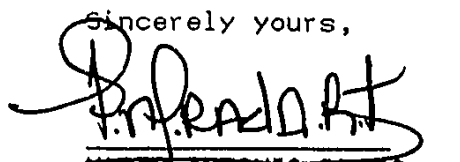
Enclosed please find MONEY ORDER No. 15-9493 09785 in  
amount of \$ 122.50 to be applied toward the incorporation

ACML- ASSURANCE COMMERCIAL MORTGAGE LENDER CORPORATION  
861 S.W. 135TH COURT  
MIAMI, FLORIDA 33184-1881

Also, enclosed are the Articles of Incorporation duly signed  
and notarized.

Please contact the undersigned if you need additional  
information.

Sincerely yours,

  
MARIO ANTONIO PRADO

Enclosures

JAN 21 1:55 PM '97 BSB

W97-1650

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB -3 AM 11:01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1997

MARIO ANTONIO PRADO  
861 S.W. 135TH COURT  
MIAMI, FL 33184-1881

SUBJECT: ~~ACML~~ - ASSURANCE COMMERCIAL MORTGAGE LENDER  
CORPORATION  
Ref. Number: W97000001650

We have received your document for ACML - ASSURANCE COMMERCIAL MORTGAGE LENDER CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 797A00003308

*As per your request, please  
find enclosed, documents*

*We are not filing for Fictitious NAME  
Thank you. Questions call 1-800 596 9185*

MARIO ANTONIO PRADO  
861 S.W. 135TH COURT  
MIAMI, FLORIDA 33184-1881  
(305)

225-6305

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JANUARY 28th, 1997

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

Dear Sirs:

Enclosed please find correction done to the articles of  
incorporation and duly signed.

ASSURANCE COMMERCIAL MORTGAGE LENDERS CORPORATION  
861 S.W. 135TH COURT  
MIAMI, FLORIDA 33184-1881

Please contact the undersigned if you need additional  
information.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
ASSURANCE COMMERCIAL MORTGAGE LENDERS CORPORATION.

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is ASSURANCE COMMERCIAL MORTGAGE LENDERS CORPORATION.

ARTICLE II - NATURE OF BUSINESS

The corporations may engage in trade and any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, each share having the par value of one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized but unissued stock, such new class of stock or such increase in offered for subscription of such bonds, notes, debentures, or other securities convertible into stock, before the same is offered for public subscription or sales, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but the number of director shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The names and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MARIO ANTONIO PRADO	861 S.W. 135TH CT Miami, Florida 33184-1881	PRESIDENT
MARIO ANTONIO PRADO	861 S.W. 135TH CT Miami, Florida 33184-1881	TREASURER
MARIO ANTONIO PRADO	861 S.W. 135TH CT Miami, Florida 33184-1881	SECRETARY

#### ARTICLE VII - CONFLICT OF INTEREST

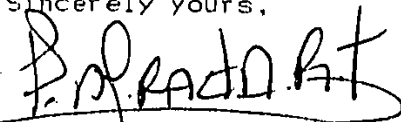
No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or the fact that one or more of the officers and directors of this corporation may be the other individual of individuals contracting with this corporation.

#### ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
MARIO ANTONIO PRADO	861 S.W. 135TH CT Miami, Florida 33184-1881

Sincerely yours,



MARIO ANTONIO PRADO

Enclosures

#### ARTICLE X - 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 stockholder, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI - ADDRESS OF PRINCIPAL OFFICE

The initial street and address of the principal office of this corporation is to be at 861 S.W. 135TH CT Miami, Florida 33184-1881. The Board of Director may from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE XII - SERVICE OF PROCESS

All legal service shall be made upon Mario Antonio Prado the Registered Agent at 861 S.W. 135TH COURT Miami, Florida 33184-1881.

#### ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any or any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB -3 AM 11:01

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

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In pursuance of Chapter 48,091, Florida Statutes, the  
following is submitted, in compliance with said Act.

First -- That ASSURANCE COMMERCIAL MORTGAGE LENDERS  
CORPORATION.

desiring to organize under the laws of the state of Florida

with its principal office, as indicated in the articles of

incorporation at city of Miami county of

Dade, State of Florida

has named MARIO ANTONIO PRADO

located at 861 S.W. 135TH Court

City of Miami, County of Dade

State of Florida, as its agent to accept service or

process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service for process for the  
above stated corporation, at place designated in the 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)