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Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

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-02/06/97--01027--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: G.M.C. MORTGAGE, CORP.

Gentlemen:

Enclosed, please find an original and one copy of the Articles of Incorporation and Designation for Registered Agent for the above named corporation, along with a check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50).

Please forward the certified copy of the Articles of Incorporation directly to the undersigned, together with your receipt for costs. Thank you.

Very truly yours,

*[Signature]*  
Yaymee Cheung  
For the Firm

JAY/yc

Enclosures

*[Large signature]* 2/7

RECEIVED  
FEB 6 1997  
TALLAHASSEE, FLORIDA

97 FEB -6 PM 3:26

FEB 10 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**G.M.C. MORTGAGE, CORP.**

**FILED**  
97 FEB -6 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the Corporation is **G.M.C. MORTGAGE, CORP.**

**ARTICLE TWO**

The address of the initial principal place of business of the Corporation is 14875 N.W. 77th Avenue, Suite 206, Miami, Florida 33014. The mailing address of the Corporation is 14875 N.W. 77th Avenue, Suite 206, Miami, Florida 33014.

**ARTICLE THREE**

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 200, all of which shall be common shares with the par value of \$0.05 (five cents).

Shares of the corporation's stock and certificates shall be issued as follows: 150 shares to Gladys Cala..

**ARTICLE FOUR**

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the corporation's initial registered office is located at 14875 N.W. 77th Avenue, Suite 206, Miami, Florida 33014. The Corporation's initial registered agent at that office is Gladys Cala.

#### **ARTICLE FIVE**

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder of the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE SIX**

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE SEVEN**

The name and street address of the incorporator is as follows: Gladys Cala, 14875 N.W. 77th Avenue, Suite 206, Miami, Florida 33014.

**IN WITNESS WHEREFORE**, the undersigned has executed these Articles of Incorporation this 3<sup>rd</sup> day of February, 1997.

  
GLADYS CALA


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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

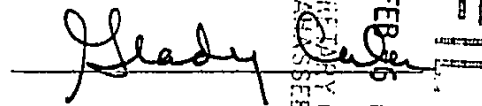
1. The name of the Corporation is **G.M.C. MORTGAGE, CORP.**
2. The name and address of the registered agent and office of the Corporation is:

Gladys Cala  
14875 N.W. 77th Avenue  
Suite 206  
Miami, Florida 33014

Signed:

  
Gladys Cala

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.

  
Dated: 2/3/97

FILED  
97 FEB 6 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA