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EMPIRE CORPORATE KIT

F.01/08

2/25/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: CENTRAL MORTGAGE CORP.

AUDIT NUMBER.....H97000003249

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 14, 1997

SUSAN M. GARCIA  
901 PONCE DE LEON BLVD.  
SUITE 606  
CORAL GABLES, FL 33134

The name CENTRAL MORTGAGE CORP. has been reserved for 120 days beginning January 14, 1997. The reservation number is R97000000156 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 197A00001768

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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CERTIFICATE OF INCORPORATION

(7)

OF

CENTRAL MORTGAGE CORP.

We, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions;

ARTICLE ONE

The name of the corporation shall be:

CENTRAL MORTGAGE CORP.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be 10,000 Shares of stock which shall be common stock of a par value of 1.00 Dollar per share. All of any part of the capital stock may be paid for either in lawful moneys of the United States of America, or in services, at a true valuation thereof.

**Susan M. Garcia**

Certified Public Accountant

901 Ponce de Leon Boulevard • Suite 606  
Coral Gables, Florida 33134

Telephone: (305) 446-7313

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ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of 500.00 Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at

3727 Tamiami Trail  
Suite 102  
Coral Gables, Fl 33134

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

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BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Serafin Garcia	9735 N.W. 52 <sup>nd</sup> Street Apt. # 401 Miami, Fl. 33178
Hector Aragon	10118 N.W. 41 <sup>st</sup> Street Miami, Fl 33178

OFFICERS

<u>Name</u>	<u>Address</u>	<u>Title</u>
Hector Aragon	10118 N.W. 41 <sup>st</sup> Street Miami, Fl 33178	President
Serafin Garcia	9735 N.W. 52 <sup>nd</sup> Street Apt. # 401 Miami, Fl. 33178	Vice-President

ARTICLE NINE

The names and addresses of each of the subscribers to this certificate of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Serafin Garcia	9735 N.W. 52 <sup>nd</sup> Street Apt. # 401 Miami, Fl. 33178	250
Hector Aragon	10118 N.W. 41 <sup>st</sup> Street Miami, Fl 33178	250

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ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

3727 Tamiami Trail  
Suite 102  
Coral Gables, FL 33134

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The corporation does hereby designate Hector Aragon, of  
Central Mortgage Corp. as its Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these articles of incorporation this 24 day of  
February, 1997.

  
Hector Aragon (SEAL)

STATE OF FLORIDA )

) SS:

COUNTY OF DADE )

BEFORE ME, a notary public authorized to take  
acknowledgments in the state and county set forth above,  
personally appeared Hector Aragon, known to me and known by me to  
be the person who executed the foregoing articles of  
incorporation, and he acknowledged before me that he executed  
these articles of incorporation.

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

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

CENTRAL MORTGAGE CORP.

desiring to organize under the Laws of the State of Florida with its principal place of business in the City of Coral Gables, County of Dade, State of Florida, has named Hector Aragon located at 3727 Tamiami Trail, Suite 102 Coral Gables, Fl. 33134 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named 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.

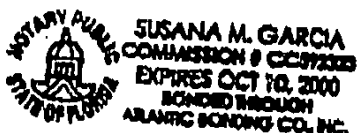
Dated this 24 day of February, 1997

  
Resident and Registered Agent  
Hector Aragon

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of February, 1997.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission expires:



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