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CERTIFICATE OF INCORPORATION
OF
FIRST QUALITY MORTGAGE, INC.

Belkys Brasil
6315 N.W. 201 Lane
Miami, Florida
33015

FILED
97 FEB 26 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/26/97
34-97

CERTIFICATE OF INCORPORATION
OF

FIRST QUALITY MORTGAGE, INC.

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TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION UNDER AND
PURSUANT TO THE PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA
FOR CERTIFICATE OF INCORPORATION.

ARTICLE I

NAME OF CORPORATION

THE NAME OF THE PROPOSED CORPORATION SHALL BE:

FIRST QUALITY MORTGAGE, INC.

ARTICLE II

NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS
CORPORATION SHALL BE SERVICE AND RETAILS AND ANY ACTIVITIES OR
BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE
STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION
IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: 500 SHARES
AT \$1.00 PAR VALUE.

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN
BUSINESS IS NOT MORE THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

THE INITIAL STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 18339A N.W. 68 AVE. MIAMI, FLORIDA 33015. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME, MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE INITIALLY NOT LESS THAN ONE (1) DIRECTOR. THE NUMBER OF DIRECTORS MAY INCREASED OR DIMINISHED FROM TIME TO TIME BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII

INITIAL DIRECTOR

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS IS: BELKYS BRASIL

PRESIDENT, TREASURER, AND SECRETARY, LIVING AT 6315 N.W. 201 LANE, MIAMI, FLORIDA 33015

ARTICLE IX

SUBSCRIBER

THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF THE SHARES OF THE STOCK WHICH THEY AGREE TO TAKE, AND THE PAR VALUE THEREFORE ARE:

NAME	ADDRESS	SHARES	PAR VALUE
BELKYS BRASIL	6315 N.W. 201 LANE MIAMI, FL 33015	250	\$1.00
JOAO BRASIL	6315 N.W. 201 LANE MIAMI, FL 33015	250	\$1.00

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ARTICLE X
REGISTERED AGENT

THE INITIAL DESIGNATION OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE 6315 N.W. 201 LANE, MIAMI, FL 33015 AND THE REGISTERED AGENT SHALL BE BELKYS BRASIL

PERSUANT TO FLORIDA STATUTES SECTION 607.164, HAVING BEEN NAMED TO ACCEPT PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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: *[Signature]*

ARTICLE XI
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 STOCKHOLDERS, AND APPROVED AT THE STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCKHOLDERS 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.

IN WITNESS WHEREOF, I, THE INCORPORATOR ABOVE NAMED HAVE HEREUNTO SET MY HAND AND SEAL THIS 21 DAY OF FEB. 1997.

[Signature]

SWORN AND SUBSCRIBED BEFORE ME THIS 21st DAY OF FEB. 1997.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:



EDUARDO J. QUIRCH
MY COMMISSION # 0036680 EXPIRES
December 18, 1997
BONDED THRU TROY FARM INSURANCE, INC.