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JEROME A. SIMONS, P.A.

4601 SHERIDAN STREET, SUITE 500
HOLLYWOOD, FLORIDA 33021-3401

JEROME A. SIMONS
DAVID J. SIMONS

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March 5, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002106590--9
-03/06/97--01110--006
****122.50 ****122.50

Re: *Superior* CAPITAL MORTGAGE GROUP, INC.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation for the above along with the Registered Agent Designation. I have enclosed my check in the amount of \$122.50 representing your fee as follows:

Filing Fee	\$35.00
Certified copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please return one certified and one true copy to the undersigned by Federal Express. An envelope and return statement is enclosed for your convenience in doing so.

Thank you for your cooperation and assistance

Yours truly,

JEROME A. SIMONS, P.A.

BY: *Jerome A. Simons*
JEROME A. SIMONS

JAS:mmp
Enclosures

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1097-5772

3-12-97
FB
502

FILED
97 MAR 14 11:05 AM
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1997

JEROME A. SIMONS
4801 SHERIDAN ST. STE 500
HOLLYWOOD, FL 33021-3401

SUBJECT: CAPITAL MORTGAGE GROUP, INC.
Ref. Number: W97000005772

We have received your document for CAPITAL MORTGAGE GROUP, INC. 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 697A00012569

ARTICLES OF INCORPORATION
OF
SUPERIOR MORTGAGE GROUP, INC.

FILED
97 MAR 14 AM 10:59
TALLAHASSEE, FLORIDA

The undersigned hereby state for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit:

ARTICLE I.

The name of the corporation shall be:

SUPERIOR MORTGAGE GROUP, INC.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

A. To buy, sell, rent and lease real estate, suitable to use as an office to conduct business as a mortgage broker.

B. To advertise, solicit the general public or South Florida businesses desiring of obtaining mortgage monies for personal or business reasons.

C. To provide mortgage monies to home buyers needing funds to buy new homes.

D. To provide funds to worthy clients needing monies to expand their commercial businesses.

E. To provide funds to commercial business clients desirous of obtaining larger business quarters.

F. Making residential loans, commercial loans or providing funds to clients needing factoring financing services.

G. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Articles of Incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or interference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in the article, and in each of the article or paragraphs of these articles, shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a life nature. The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of these laws of the State of Florida, now or hereafter in effect or implied by any reasonable constrictions of said law.

ARTICLE III.

COMMON STOCK

The corporation shall have authorized 1,000 shares of common stock each having a par value of One Dollar (\$1.00) per share. However, only 500 shares of the stock shall be issued, while retaining the balance as unused treasury stock.

All shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the Corporation, and all of said

shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of the Corporation as a just valuation.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars, including cash and equipment.

ARTICLE V.

This Corporation shall have a perpetual existence unless dissolved according to the law.

ARTICLE VI.

The principal place of business of the Corporation shall be 3100 N. E. 48 Street, Suite 908, Fort Lauderdale, County of Broward, State of Florida. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in other places both within and without the State of Florida and in any foreign countries.

ARTICLE VII.

The business of the Corporation shall be conducted by a Board of Directors of not less than one nor more than three, to be increased at the discretion of the Board of Directors.

ARTICLE VIII.

The names and post office addresses of the first Board of

Directors of this Corporation, all subject to the provisions of this Certificate, the By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
LISA A. FILICE	3100 N. E. 48 Street, #908 Ft. Lauderdale, FL 33308

ARTICLE IX.

The names and post office addresses of the Officers of the Corporation are as follows:

LISA A. FILICE	President/Secretary/Treasurer
3100 N. E. 48 Street, #908	
Ft. Lauderdale, FL 33308	

ARTICLE X. NAMES AND ADDRESSES OF SUBSCRIBERS

	<u>Shares</u>
LISA A. FILICE	500
3100 N. E. 48 Street, #908	
Ft. Lauderdale, FL 33308	

ARTICLE XI.

The Directors may exercise all powers held by the Corporation not inconsistent with law, and in particular they may:

(a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.

(b) Make By-Laws for the exercise of corporate powers, the management regulation and government of the Corporation's property and affairs, the transfer of its stock and the calling and holding of meetings of its stockholders.

(c) Appoint such officers and agents as the affairs of the Corporation shall require, and allow for suitable compensation.


(d) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

(e) File a plan or any documents required by the Internal Revenue Code under Section 1244, pertaining to small business corporations or Sub-chapter S in the event the directors feel that it is in the Corporation's interest.

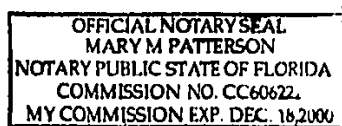
But this enumeration of powers shall not be held as in any manner curtailing the powers belonging to the directors by virtue of the Common and Statute Laws of the State of Florida.

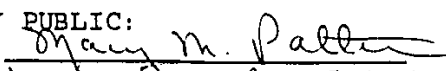
IN WITNESS WHEREOF, the undersigned Incorporators, being the same persons named in Article X above, do hereby subscribe for the number of shares of the common stock of the corporation set opposite their name in Article X, and in evidence thereof and of their desire to form this corporation do hereunto subscribe their name this 4th day of March, 1997.

STATE OF FLORIDA)
COUNTY OF BROWARD) SS


LISA A. FILICE

The foregoing instrument was acknowledged before me this 4 day of March, 1997, by LISA A. FILICE who is personally known to me or who has produced FL DRIVER'S LICENSE as identification and who did not take an oath.



NOTARY PUBLIC:
(sign) 
(print) MARY M. PATTERSON
State of Florida
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT SUPERIOR MORTGAGE GROUP, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
Fort Lauderdale, Florida

HAS NAMED JEROME A. SIMONS
(NAME OF RESIDENT AGENT)

LOCATED AT 4601 Sheridan Street, Suite 500,
(STREET ADDRESS AND NUMBER OF BUILDING)

CITY OF Hollywood, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

James A. Simons 3/4/97
(CORPORATE OFFICER)

TITLE:

President

DATE:

3-4-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE:

James A. Simons

DATE:

3-4-97