

P97000033425



ACCOUNT NO. : 072100000032

REFERENCE.: 328941 8960A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 328941-005

400002142314--8

CUSTOMER NO: 8960A

CUSTOMER: Debbie Miller, Legal Assistant  
EDWARD E. LEVINSON, P.A.

Financial Federal Bldg.,ph-e  
407 Lincoln Road  
Miami Beach, FL 33139

DOMESTIC FILING

NAME: SMG MORTGAGE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 14 PM 1:15  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 14 PM 1:07  
DIVISION OF CORPORATION

SN APR 14 1997

ARTICLES OF INCORPORATION  
OF  
SMG MORTGAGE CORP.

FILED  
97 APR 14 PM 1:15  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SMG MORTGAGE CORP.

The address of the principal office of this corporation shall be 1221 Brickell Avenue, Suite 2600, Miami Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 407 Lincoln Road, Penthouse East, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Edward E. Levinson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Shirley Gurwitch Dir.	2525 Sunset Drive Miami, Florida 33139
Harry Gurwitch Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Shirley Gurwitch Pres.	2525 Sunset Drive Miami, Florida 33139
---------------------------	---

Harry Gurwitch Sec./Treas.	Same
-------------------------------	------

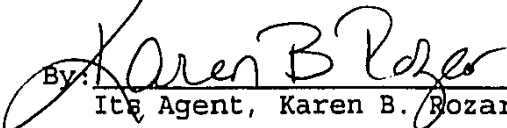
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 14, 1997.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

GLS/tch

02 09 96 12:01 CSC FILE# 5 904 222 0593 004

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

*Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: SMG MORTGAGE CORP.

2. The name and address of the registered agent and office is:

EDWARD E. LEVINSON

(Name)

407 Lincoln Road  
Penthouse East

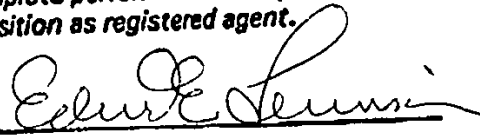
Miami Beach, Florida 33139

(P.O. Box NOT acceptable)

(City/State/Zip)

*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.*

SIGNATURE



DATE APRIL 14, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314