



THE UNITED STATES
CORPORATION
COMPANY

P 97000039322

ACCOUNT NO. : 072100000032

REFERENCE : 344510 7117105

AUTHORIZATION :

Patricia Pijute

COST LIMIT : \$ 70.00

ORDER DATE : April 25, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 344510-005

CUSTOMER NO: 7117105

CUSTOMER: Robert Rodriguez, Esq
RODRIGUEZ & QUINCOCES, P.A.

Suite 541
782 N. Lejeune Road
Miami, FL 33126

100002156151--8

DOMESTIC FILING

NAME: BANAMEX MORTGAGE BANKERS,
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING*

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
MAY 1 1997
MIAMI, FLORIDA

PAAY-2 1997

00511 - Bank

MAY 1997

W97-9756 (8)

APR 28 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: BANAMEX MORTGAGE BANKERS CORP.
Ref. Number: W97000009756

RESUBMIT

Please give original
submission date as file date.

We have received your document for BANAMEX MORTGAGE BANKERS CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00021843

RECEIVED
97 MAY -2 AM 9:55
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
BANAMEX MORTGAGE, CORP.

FILED
97 APR 28 AM 11:24
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

BANAMEX MORTGAGE, CORP.

Its business shall be carried on in Miami, Florida and at such other point or places in the State of Florida, and in the United States and foreign countries as may from time to time be authorized by the Board of Directors. Its principal office shall be at 8255 S.W. 5th Street, Miami, Florida 33144.

The registered office of the corporation is 6003 S.W. 59th Street, Miami, Florida 33143 and the registered agent at that address is Yaysi Padron.

ARTICLE II

This general nature of business to be transacted is as follows:

SECTION 1. To sell, purchase, export-import, lease, hire, repair, complete, maintain, transform, improve, and otherwise adapt to customer needs and to U.S. Federal Regulations on Motor Vehicle, every kind of automobile, its spare parts, motors, components, accessories, and related optional equipments, especially those manufactured in Western Europe, as well as to give any type of service customarily now provided and to be provided in the motor car business.

SECTION 2. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber, and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, for the purposes of the company, construct, reconstruct or purchase, either directly or through ownership in stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, ship, factories, plants, gas houses, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company or any part thereof.

SECTION 3. To act as agent for others in the purchase and sale of goods, wares, merchandise, articles, materials and equipment of all kinds and as act as a mortgage brokerage firm and/or business.

SECTION 4. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, sell, transfer, otherwise dispose of, and to invent in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

SECTION 5. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

SECTION 6. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

SECTION 7. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

SECTION 8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

SECTION 9. This corporation shall have all the general powers together with all the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing express powers.

SECTION 10. The foregoing clauses shall be construed both as object and powers, but no recitation, expression, or declaration of specific powers or special powers or purposes shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The authorized capital stock of the corporation shall be 2000 (two thousand) shares of one cent (\$.01) par value common stock which shall be designated "Common Shares."

ARTICLE IV

This corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE V

This corporation shall begin business with an amount of capital of not less than \$100.00.

ARTICLE VI

The Board of Directors of this corporation shall consist of at least one director, the exact number to be fixed by the By-Laws of the corporation, who shall administer the affairs of the corporation and shall have the right to fix their own salaries, as well as those of the officers of the corporation. The name and address of the first director of the corporation shall be:

Ulises Gonzalez
8255 S.W. 5th Street
Miami, Florida 33144

ARTICLE VII

The names and addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

Ulises Gonzalez, President and Treasurer
8255 S.W. 5th Street
Miami, Florida 33144

Yaysi Padron, Vice-President and Secretary
6003 S.W. 59th Street
Miami, Florida 33143

ARTICLE VIII

The name and post office address of the Incorporator is as follows:

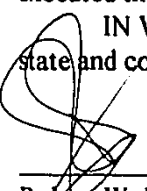
Ulises Gonzalez
8255 S.W. 5th Street
Miami, Florida 33144

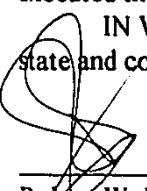
IN WITNESS WHEREOF, the undersigned incorporator/subscriber has executed these Articles
of Incorporation this 22nd day of April, 1997.


Ulises Gonzalez

State of Florida
County of Dade

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, personally appeared Ulises Gonzalez, known by me to be the person who
executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she
executed these Articles of Incorporation.

 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid this 22nd day of April, 1997.


Robert W. Rodriguez
Notary Public State of Florida

My Commission Expires:



"OFFICIAL SEAL"
Robert W. Rodriguez
My Commission Expires 8/16/99
Commission #CC 488859

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

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

Banamex Mortgage, Corp., a Florida corporation, with its principal office as indicated in
the Articles of Incorporation, in the City of Miami, Florida, has named Mrs. Yaysi Padron located
at 6003 S.W. 59th Street, Miami, Florida 33144, as its agent to accept service of process within
the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

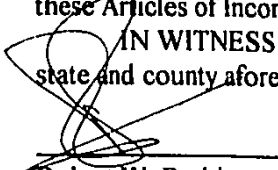
Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I, Mrs. Yaysi Padron, hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.


Yaysi Padron

State of Florida
County of Dade

Before me, a notary public authorized to take acknowledgments in the state and county
set forth above, personally appeared Yaysi Padron, known by me to be the person who executed
the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
state and county aforesaid this 22nd day of April, 1997.


Robert W. Rodriguez
Notary Public State of Florida
My Commission Expires:



"OFFICIAL SEAL"
Robert W. Rodriguez
My Commission Expires 8/16/99
Commission #CC 488859

FILED IN PUBLIC RECORDS, FLORIDA

APR 22 1997

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