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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AMERICAS MORTGAGE GROUP, INC.
AUDIT NUMBER.....H97000009610
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 11, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: AMERICAS MORTGAGE GROUP, INC.
REF: W97000013746

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

FAX Aud. #: H97000009610
Letter Number: 597A00031520

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ARTICLES OF INCORPORATION

OF

AMERICAS MORTGAGE GROUP, INC.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLES I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be AMERICAS MORTGAGE GROUP, INC., and its Principal Office Address is 2655 LE JEUNE ROAD, #500 , CORAL GABLES, FL 33134.

ARTICLES II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the united States of America.

ARTICLES III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred (100) Shares.

ARTICLES IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0).

- 1 -

Instrument Prepared by:
Alberto N. Trelles, Esq.
815 Ponce De Leon Blvd
Coral Gables, Florida 33134
PH: (305) 445-4888
Florida Bar No.: 559751

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ARTICLES V- DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLES VI - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

ALBERTO N. TRELLES, ESQ.
815 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33134

ARTICLES VII - DIRECTORS

This Corporation shall have three(3) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

Alvaro Gonzalez Mora 2655 Le Jeune Rd , #500, Coral Gables, Florida 33134

Mauro B. Nannini 2655 Le Jeune Rd , #500, Coral Gables, Florida 33134

Guillermo Fernandez 2655 Le Jeune Rd , #500, Coral Gables, Florida 33134



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ARTICLES VIII - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

PRESIDENT: ALVARO GONZALEZ MORA
2655 LE JEUNE ROAD, #500
CORAL GABLES, FL 33134

SECRETARY: MAURO B. NANNINI
2655 LE JEUNE ROAD, #500
CORAL GABLES, FL 33134

TREASURER: GUILLERMO FERNANDEZ
2655 LE JEUNE ROAD, #500
CORAL GABLES, FL 33134

ARTICLES IX - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation as Incorporator(s) is:

Alberto N. Trelles 815 Ponce De Leon Boulevard, Coral Gables, Florida 33134

ARTICLES X - PRE-EMPTIVE RIGHT

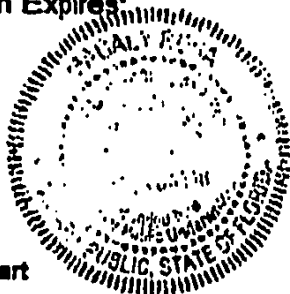
Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 10th
Day of June, 1997

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

SWORN TO and subscribed before me, this 10th day of June, 1997.

My Commission Expires:

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⊙

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

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT AMERICAS MORTGAGE GROUP, INC. ,desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, ESQ., whose office is located at 815 PONCE DE LEON BLVD, CORAL GABLES, FL 33134 as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, on this 10th day of June, 1997.

By: 

ALBERTO N. TRELLES
RESIDENT AGENT

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 MIAMI, FLORIDA

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