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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: AMERICA'S MORTGAGE CHOICE, INC.

AUDIT NUMBER.....H97000010351

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Om 6/24/97

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 16, 1997

RAUL R. DELGADO DE ARMAS, ESQ.
600 BRICKELL AVENUE
SUITE 500
MIAMI, FL 33131

FILED
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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

The name AMERICA'S MORTGAGE CHOICE, INC. has been reserved for 120 days beginning June 16, 1997. The reservation number is R97000002916 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 497A00032121

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**ARTICLES OF INCORPORATION
OF
AMERICA'S MORTGAGE CHOICE, INC.**

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97 JUN 26 PM 3:07
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is America's Mortgage Choice, Inc. and the principal address of the corporation is: 9065 S.W. 87th Avenue, Suite 101, Miami, Florida. 33176.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Raul R. Delgado De Armas, Esq., and the street address of the initial registered office of this Corporation is 600 Brickell Avenue Suite 500, Miami, Florida, 33131.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 9065 S.W. 87th Avenue, Suite 101, Miami, Florida 33176.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors are:

Prepared By:
Raul R. Delgado De Armas, Esq.
600 Brickell Avenue, Suite 500
(305) 372-1152
FBN: 0793329

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NAME:

ADDRESS:

Steven G. Patton

30842 Calle Malaga
Laguna Niguel, California 92677

Helen Austin

16 Santa Catalina
Rancho Santa Margarita, California 92675

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s) upon written notice of meeting for such a purpose.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Raul R. Delgado de Armas, Esq.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

24th ~~IN~~ WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this day of June, 1997.


Raul R. Delgado De Armas

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STATE OF FLORIDA)
)
 COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Gilbert Sanchez, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of America's Mortgage Choice, Inc., and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of June, 1997.

My Commission Expires:

ALANA J. WHEELER
 Notary Public, State of Florida
 My Comm. Expires Aug. 16, 1997
 Commission No. CC309124

NOTARY PUBLIC SIGNATURE

Alana J. Wheeler
 Notary Public, Print Name

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

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

First, that America's Mortgage Choice, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Raul R. Delgado De Armas, Esq. located at 600 Brickell Avenue, Suite 500 Miami, Florida, 33131, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 24th day of JUNE, 1997.

Raul R. Delgado De Armas
 Raul R. Delgado De Armas

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