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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROFESSIONAL MORTGAGE OF MIAMI, INC.

AUDIT NUMBER.....H97000013062

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRET STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROFESSIONAL MORTGAGE OF MIAMI, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE 1 NAME and PURPOSE
NAME

The name of the corporation shall be: PROFESSIONAL MORTGAGE OF MIAMI, CORP.

PURPOSE

The Corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the Laws of the State of Florida, including but not limited to the business of Financial Services and other related matters.

ARTICLE II PRINCIPAL OFFICE

1890 SW 57 AVE
SUITE 107-108
MIAMI, FL., 33155

The principal place of business and mailing address of this corporation shall be

1890 SW 57 AVE
SUITE 107-108
MIAMI, FL., 33155

This document was prepared by:

EMELITAS PUPO, ESQ., Bar # 932906

1890 SW 57 SUITE 107

MIAMI, FL., 33155

305-262-0067

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ARTICLE III CAPITAL STOCK

The Capital Stock authorized, the Par Value thereof and the characteristics of such Stock shall be as follows:

Number of Shares Authorized	Par Value/Share	CLASS OF STOCK
100	\$1.00	COMMON

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EMELITA PUPO, ESQ.
1890 SW 57 AVE.
SUITE 107
MIAMI, FL 33155

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s)

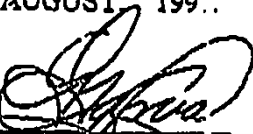
ANA RODRIGUEZ
1890 SW 57
SUITE 108
MIAMI, FL 33155

GISELA GARCIA
1890 SW 57
SUITE 108
MIAMI, FL 33155

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The undersigned have executed these Articles of Incorporation this 2 day
of AUGUST, 1997.




(signature/title)

(signature)

STATE OF FLORIDA)
SS
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth
above, personally appeared Ana J. Rodriguez, Ana Rodriguez and known to be the person who
executed the foregoing Articles of Incorporation, and who acknowledged before me that she
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the State and County
aforesaid, this day of 2 AUGUST 1997.



Notary Public

ANA J. RODRIGUEZ
Notary Public, State of Florida
My Comm. Expires May 22, 1998
No. 00074048
Bonded The Official Notary Service

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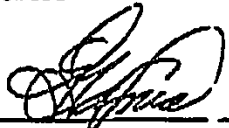
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

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 shall be: **PROFESSIONAL MORTGAGE OF MIAMI, CORP.**
2. The name and address of the initial registered agent and office is:
EMELITA PUPO, ESQ.
1890 SW 57 AVE. SUITE 107
MIAMI, FL., 33155

SIGNATURE


 (Corporate officer)

DATE

8/3/97

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 provision 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


 EMELITA PUPO, ESQ.

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 TALLAHASSEE, FLORIDA

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