

9/04/97

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: BEC MORTGAGE SERVICES, INC.

AUDIT NUMBER.....H97000014621

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

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE, FLORIDA

BEC MORTGAGE SERVICES, INC.

The undersigned subscribers, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

#### ARTICLE I

##### NAME

The name of this corporation is: BEC MORTGAGE SERVICES, INC.

#### ARTICLE II

##### NATURE OF BUSINESS

This corporation is organized for the purposes of engaging in transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, as amended.

This corporation shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages, bond and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due to it in the same manner common to natural persons. It shall have the full power to

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Patricia O. Espinosa, Esq.  
7599 N.W. 7th Street  
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loan money and to secure the payment thereof by accepting mortgages, personal endorsements in assignments or personal property or other security. It may enter into contracts for sub-contracting; it shall have the power do all type of work related to the construction industry and/or film and production industry.

The business of the corporation is from time to time to do any one or more of all of the acts and things set out above, and it shall have the right to conduct its business in all its branches, in or outside the State of Florida, or in any other state, territory or dependency of the United States, or in foreign countries.

### ARTICLE III

#### CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having a par value of TEN (\$10.00) Dollars per share.

### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than TEN THOUSAND (\$10,000.00) Dollars.

### ARTICLE V

#### TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VI

#### INITIAL REGISTERED AGENT & OFFICE

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The Registered Agent of this corporation is Patricia O. Espinosa, Esq. and the principal place of business for the corporation shall be 7599 N.W. 7th Street, Miami, Florida 33126. The office of the Registered Agent is located at 7599 N.W. 7th Street, Miami, Florida 33126. The Management may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII

##### BOARD OF DIRECTORS

This corporation shall have a minimum of one director. This corporation shall have initially TWO (2) directors. The number of directors may be decreased or increased from time to time, by the bylaws adopted by the stockholders. The names and addresses of the initial Board of Directors, consisting of THREE (3) members are:

PATRICIA O. ESPINOSA 4941 RIVIERA DRIVE CORAL GABLES, FLORIDA 33146	DIRECTOR
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FRANCISCO A. ESPINOSA 7321 LOS PINOS BLVD. CORAL GABLES, FLORIDA 33143	DIRECTOR
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#### ARTICLE VIII

##### OFFICERS

The names and post office addresses of the initial officers who shall hold office until their successors are elected or appointed or have qualified are:

FRANCISCO A. ESPINOSA 7321 LOS PINOS BLVD. CORAL GABLES, FLORIDA 33143	PRESIDENT/ TREASURER
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PATRICIA O. ESPINOSA 4941 RIVIERA DRIVE CORAL GABLES, FLORIDA 33146	VICE-PRESIDENT/ SECRETARY
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ARTICLE IX

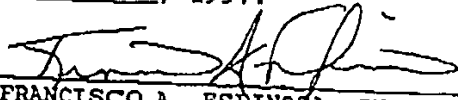
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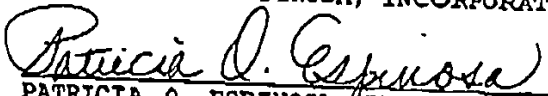
The names and addresses of the subscribers and incorporators and the number of shares which they agree to take are:

FRANCISCO A. ESPINOSA 500.00 SHARES (50.000%)  
7321 LOS PINOS BLVD.  
CORAL GABLES, FLORIDA 33143

PATRICIA O. ESPINOSA 500.00 SHARES (50.000%)  
4941 RIVIERA DRIVE  
CORAL GABLES, FLORIDA 33146

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 4 day of September, 1997.

  
FRANCISCO A. ESPINOSA, INCORPORATOR

  
PATRICIA O. ESPINOSA, INCORPORATOR

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

I HEREBY CERTIFY that on this \_\_\_\_\_ day of September, 1997, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared FRANCISCO A. ESPINOSA and PATRICIA O. ESPINOSA to me well known to be the persons described as Incorporators, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

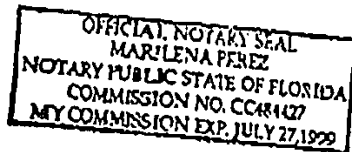
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WITNESS my hand and official seal at Miami, Dade County,  
Florida, the year and day aforesaid.

My commission expires:

Mariela Perez  
NOTARY PUBLIC, STATE OF FLORIDA  
PRINT NAME:



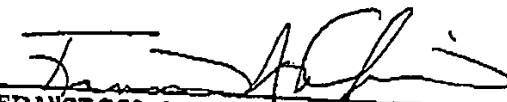
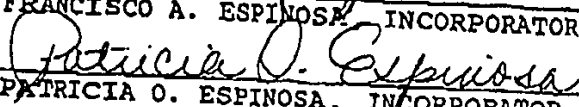
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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

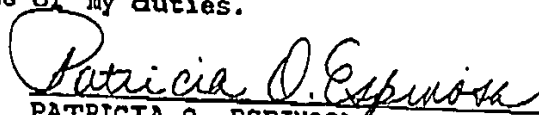
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TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That BEC MORTGAGE SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 7599 N.W. 7TH STREET, MIAMI, FLORIDA 33126, has named PATRICIA O. ESPINOSA, ESQ., of 7599 NW 7th Street, Miami, Florida 33126, as its agent to accept service of process within Florida.

  
FRANCISCO A. ESPINOSA, INCORPORATOR  
  
PATRICIA O. ESPINOSA, INCORPORATOR

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
PATRICIA O. ESPINOSA, ESQ.,  
Registered Agent

DATED: 9/4/97

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