

**BND Title Services, Inc.**

10240 Miller Drive  
Suite 108  
Miami, Florida 33165

Phone (305) 271-0417  
Fax (305) 273-4297

P97000079772

September 11, 1997

VIA AIRBORNE EXPRESS

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/15/97--01022--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
Private Mortgage & Investment Group, Inc.

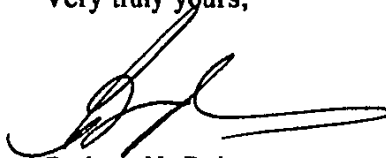
Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 covering the State's fee. Please return a certified copy of the Articles, in the self-addressed stamped envelope enclosed for your convenience.

Please do not hesitate to contact us, should you require any additional information.

Thank you for your assistance.

Very truly yours,



Barbara N. Rojas

Encl.

FILED  
97 SEP 15 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau 'SEP 15 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PRIVATE MORTGAGE & INVESTMENT GROUP, INC.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of this corporation is: PRIVATE MORTGAGE & INVESTMENT GROUP, INC.

ARTICLE TWO  
PRINCIPLE ADDRESS

The principle address of the Corporation is 10240 Miller Drive, Suite 108, Miami, Florida 33165.

ARTICLE THREE  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR  
PURPOSE

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

ARTICLE FIVE  
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of one dollar and no cents (\$1.00) each.

The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.

**ARTICLE SIX**  
**REGISTERED OFFICE**

The street address of the initial registered office of the corporation shall be: 10240 Miller Drive, Suite 108, Miami, Florida 33165 and the name of the initial Registered Agent at such address is:

BARBARA N. ROJAS  
I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:

  
Barbara N. Rojas

**ARTICLE SEVEN**  
**PREEMPTIVE RIGHTS**

The shareholders shall have pre-emptive rights.

**ARTICLE EIGHT**  
**DIRECTORS**

The corporation shall have two (2) Directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.

The names and addresses of the initial directors of the first Board of Directors shall be as follows:

<u>Name:</u>	<u>Address:</u>
Barbara N. Rojas	10240 Miller Drive, Suite 108 Miami, Florida 33165
Jorge Soracco	10240 Miller Drive, Suite 108 Miami, Florida 33165

**ARTICLE NINE**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

**Name:**

**Address:**

Barbara N. Rojas

10240 Miller Drive #108  
Miami, Florida 33165

**ARTICLE TEN**  
**BY-LAWS**

The power to adopt, alter, amend and repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE ELEVEN**  
**CUMULATIVE VOTING**

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE TWELVE**  
**SHAREHOLDERS QUORUM AND VOTING**

Fifty (50%) percent of the share plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE THIRTEEN**  
**INDEMNITY**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

#### ARTICLE FOURTEEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

#### ARTICLE FIFTEEN

##### RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

#### ARTICLE SIXTEEN

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th day of August, 1997.



Barbara N. Rojas  
Incorporator



**CERTIFICATE OF DESIGNATION OF  
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 designation of the registered office/registered agent, in the State of Florida.

The name of the corporation is:

**Private Mortgage & Investment Group, Inc.**

The name and address of the registered agent and office is:

**Barbara N. Rojas  
10240 Miller Drive, Suite 108  
Miami, Florida 33165**

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 provisions 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.

  
\_\_\_\_\_  
Barbara N. Rojas

September 28, 1997

*changed* Date

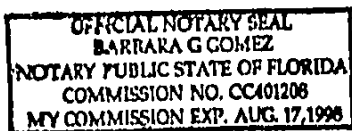
STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Barbara N. Rojas, to me personally known, or having produced a Florida Driver's License as identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, on this 28th day of August, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



**FILED**  
97 SEP 15 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA