

Raúl J. A. Marrero
Marrero - Esteve, P.A.
Marrero - Esteve and Lopez - Castro
901 Ponce de Leon Blvd., Suite # 304
Coral Gables, Florida 33134

FILED
97 OCT - 2 AM 10:53
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION
OF
PRIVATE EQUITY MORTGAGE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is: PRIVATE EQUITY MORTGAGE, INC.

ARTICLE I

The maximum number of shares of capital stock that the Corporation is authorized to issue is six thousand (6,000) shares, at no par value each share.

ARTICLE II

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The name and street address of the Incorporator(s) signing these Articles of Incorporation are:

NAME

ADDRESS

RAUL J.A. MARTINEZ-ESTEVE

901 Ponce de Leon Boulevard, Suite #304
Coral Gables, Florida 33134

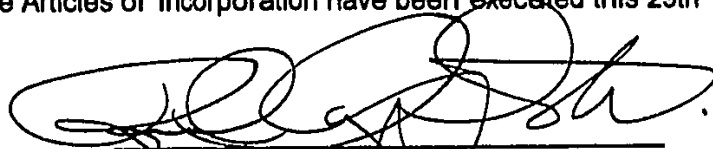
ARTICLE IV

The principal office of the Corporation is: 901 Ponce de Leon Boulevard, Suite #304, Coral Gables, Florida 33134.

ARTICLE V

The street address of the initial registered agent of the Corporation is: 901 Ponce de Leon Boulevard, Suite #304, Coral Gables, Florida 33134 and the name of the initial registered agent of the Corporation is: RAUL J.A. MARTINEZ-ESTEVE.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 29th day of September, 1997.



RAUL J.A. MARTINEZ-ESTEVE

STATE OF FLORIDA

)

) SS:

COUNTY OF DADE

)

The foregoing Articles of Incorporation was acknowledged before me this 29 day of September, 1997 by RAUL J.A. MARTINEZ-ESTEVE, has produced a driver's license as identification and who did take an oath.



Notary Public

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

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That PRIVATE EQUITY MORTGAGE, INC. desiring to organize or qualify under the laws of the State of Florida, has named RAUL J.A. MARTINEZ-ESTEVE with its registered agent's office located at 901 Ponce de Leon Boulevard, Suite #304, Coral Gables, Florida 33134, County of Dade, State of Florida to accept service of process within the State of Florida.


RAUL J.A. MARTINEZ-ESTEVE

September 29th, 1997

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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 said capacity, and FURTHER AGREES to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


RAUL J.A. MARTINEZ-ESTEVE

September 29th, 1997