

Law Offices

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

SUBJECT: BRIDGE CAPITAL CORP.

Enclosed please find an original and one (1) copy of the articles of Incorporation for the above corporation and check in the amount of \$122.50.

FROM: Gerald J.M. Lindor
2717 E. Oakland Park Blvd.
Suite 103
Ft. Lauderdale, FL 33306
(954) 568-4224

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRIDGE CAPITAL CORPORATION**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of corporation:

ARTICLE I NAME AND ADDRESS

The name of the Corporation is : BRIDGE CAPITAL CORPORATION.
The principal office is: 3550 Biscayne Blvd., Suite 600, Miami, Florida 33137.

ARTICLE II -DURATION

The duration of the Corporation is perpetual

ARTICLE III- PURPOSE

The general purposes for which the Corporation is Organized are the following:

A. To engage in and transact any lawful business for which Corporations may be Incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To acquire, sell and transfer mortgages and all matters related thereto.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of the Corporation is 3550 Biscayne Blvd., Suite 600, Miami, Florida 33137. and the name of its Initial agent at that address is Solange Hypolite.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is 1. The number of Directors may be increased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Solange Hypolite 3550 Biscayne Blvd. Suite 600
Miami, Florida 33137

ARTICLE VII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has read these Articles of Incorporation on this 13th day of November, 1997.


Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE me personally appeared Solange Hypolite to me well known and know to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of November, 1997.


Notary Public, State
of Florida at Large

My Commission Expires:



GERALD J.M. LINDOR
My Commission
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555



GERALD J.M. LINDOR
My Commission CC420783
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY DESIGNATION

The undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby 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.


SOLANGE HYPOLITE

Date: November 13, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA