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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: NATIONAL MORTGAGE BANKERS & ASSOCIATES

AUDIT NUMBER.....H97000020210

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

CERT. OF STATUS..0

PAGES.....6

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: NATIONAL MORTGAGE BANKERS & ASSOCIATES
REF: W97000027397

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

FAX Aud. #: H97000020210
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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 25, 1997

Mr. Rolando A. Benitez
10325 SW 89th Court
Miami, FL 33176

Dear Mr. Benitez:

Re: "National Mortgage Bankers & Associates"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 414-8058

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL MORTGAGE BANKERS & ASSOCIATES CORP.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: NATIONAL MORTGAGE BANKERS & ASSOCIATES CORP.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 10325 SW 89TH COURT, MIAMI, FLA. 33176.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

PREPARED BY:

ARMANDO J. BUCELO, JR., E SQ
2828 Coral Way, Suite 307
Miami, Fla. 33145
(305) 442-1942
Fla. Bar No. 280755

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ARTICLE VI

The name and address of the initial registered agent is:
ROLANDO A. BENITEZ, 10325 SW 89TH COURT, MIAMI, FLA. 33176.

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is:

ROLANDO A. BENITEZ
10325 SW 89TH COURT
MIAMI, FLORIDA 33176

ARTICLE VIII

The names and addresses of the members of the first Board of Directors is:

ROLANDO A. BENITEZ
10325 SW 89TH COURT
MIAMI, FLA. 33176

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and any one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the board of directors, the interested director is to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

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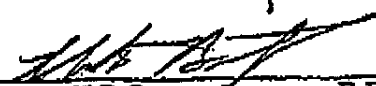
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 8 day of DECEMBER, 1997.


ROLANDO A. BENITEZ
INCORPORATOR

Prepared by:
ARMANDO J. BUCELO, JR., ESQ.
2828 CORAL WAY, SUITE 307
MIAMI, FLORIDA 33145
FLORIDA BAR NO. 280755

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

Pursuant to the provisions of section 617.0501, 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.

CORP.

First that, NATIONAL MORTGAGE BANKERS & ASSOCIATES., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named ROLANDO A. BENITEZ, located at 10325 SW 89TH COURT, MIAMI, FLA. 33176, as its agent to accept service of process within this State.

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.

SIGNATURE


 Registered Agent

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 SEAL & CLERK OF STATE
 TALLAHASSEE, FLORIDA

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