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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
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NAME: MORTGAGE AMERICA INC.

AUDIT NUMBER.....H98000004489

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

CERT. OF STATUS..1

PAGES.....(4)

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Mortgage America Inc.

### Article II. Address

The mailing address of the Corporation is:  
Mortgage America Inc.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Anibal J. Duarte-Viera  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Anibal J. Duarte-Viera

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Anibal J. Duarte-Viera | FL Bar Member 910392  
Anibal J. Duarte-Viera, P.A.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134  
305-447-4676

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**Article V. Capital Stock**

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

**Article VI. Incorporator**

The name and address of the incorporator is:

Anibal J. Duarte-Viera  
Anibal J. Duarte-Viera, P.A.  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

**Article VII. Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on March 6, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 6, 1998.



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ANIBAL J. DUARTE-VIERA  
by L.A. Uriarte as attorney-in-fact

Anibal J. Duarte-Viera | FL Bar Member 910392  
Anibal J. Duarte-Viera, P.A.  
3211 Ponce de Leon, Suite 202  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
Mortgage America Inc.

**REGISTERED AGENT/OFFICE:**  
Anibal J. Duarte-Viera  
3211 Ponce de Leon, Suite 202  
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA  
by L.A. Uriarte as attorney-in-fact

Date: March 6, 1998

Anibal J. Duarte-Viera | FL Bar Member 910392  
Anibal J. Duarte-Viera, P.A.  
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