P98000077270

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 949203 4336650

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : September 2, 1998

ORDER TIME : 1:31 PM

ORDER NO. : 949203-005

CUSTOMER NO: 4336650

CUSTOMER: Charles Lea Hume, Esq
BAKER & MCKENZIE

1200 Brickwell Avenue
19th Floor
Miami, FL 33131

200002631692--5

DOMESTIC FILING

NAME: MULLER & BRITTO MORTGAGE AND INVESTMENTS, INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:44

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder
L011
W98-20205

EXAMINER'S INITIALS: 9/8/98

RECEIVED
98 SEP -4 AM 8:36
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10:44

RESUBMIT
Please give original submission date as file date.

September 4, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MULLER & BRITTO MORTGAGE AND INVESTMENTS, INCORPORATED
Ref. Number: W98000020205

We have received your document for MULLER & BRITTO MORTGAGE AND INVESTMENTS, INCORPORATED and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00045386

RECEIVED
98 SEP -8 AM 8:41
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

MULLER & BRITTO

MORTGAGE AND INVESTMENTS, INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10: 44

ARTICLE I

NAME

The name of this corporation is **MULLER & BRITTO MORTGAGE AND INVESTMENTS, INCORPORATED** and its mailing address is 1717 Bayshore Drive #1034, Miami, Florida 33132

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conductive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock with a par value of $1.00 per share, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Names:	Addresses:
Marcelo Muller Seeber da Silva	1717 North Bayshore Drive #1034 Miami, Florida 33132
Lidio Alexander Britto	Same

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV

INCORPORATOR

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

Charles Lea Hume, Esq.
Baker & McKenzie
1200 Brickell Avenue
Suite 1900
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of September, 1998.

Charles Lea Hume

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 AM 10: 44

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **MULLER & BRITTO MORTGAGE AND INVESTMENTS, INCORPORATED** at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.

Karen B. Rozar. Asst. Sec.
Corporation Service Company