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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 9:24

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August 31, 1998

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

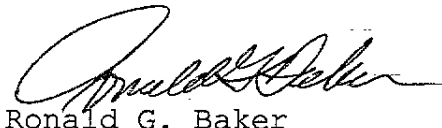
Re: Name of Corporation: CW Capital Company
Our File No: 98B-331

Gentlemen:

Enclosed please find Articles of Incorporation for the above-referenced matter which Articles we shall appreciate your filing. Also enclosed please find our check in the amount of \$122.50 to cover the filing fee of \$35, certified copy of \$52.50, and the registered agent designation fee of \$35.

After the Articles have been filed, we shall appreciate your certifying the enclosed copy and returning it to this office to the attention of the undersigned.

Very truly yours,



Ronald G. Baker

RGB:lb
Enclosures

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ARTICLES OF INCORPORATION

OF

CW CAPITAL COMPANY

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The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is CW CAPITAL COMPANY

ARTICLE II

This corporation is organized for the following purposes:

A. To own, operate and run a mortgage brokerage and mortgage banking business for commercial and residential real estate. To do any and all incidental acts connected with the mortgage lending business.

B. To do any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of no par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE V

The amount of capital with which the corporation will begin

business will be no less than \$500.

ARTICLE VI

The corporation is to have perpetual existence.

ARTICLE VII

The principal office of the corporation will be 150 S. E. 2nd Avenue, Suite 1301, Miami, FL 33131.

ARTICLE VIII

The initial street address of the initial registered office of the corporation will be 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, and the name of the initial registered agent of this corporation at that address is RONALD G. BAKER.

ARTICLE IX

The number of directors of the corporation will not be less than two.

ARTICLE X

The names and street addresses of the members of the first Board of Directors are:

MICHAEL C. COX	150 S. E. 2nd Avenue, Suite 1301 Miami, FL 33131
DANIEL WRATTEN	150 S. E. 2nd Avenue, Suite 1301 Miami, FL 33131

ARTICLE XI

The names and street addresses of the persons signing these Articles of Incorporation are as follows:

MICHAEL C. COX	150 S. E. 2nd Avenue, Suite 1301 Miami, FL 33131
DANIEL WRATTEN	150 S. E. 2nd Avenue, Suite 1301 Miami, FL 33131

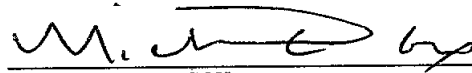
ARTICLE XII


The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to 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 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, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which 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 and the Board of Directors shall nevertheless, authorize and ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

We, the undersigned, being the original subscribers to these Articles of Incorporation, do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set our hands and seals, this 26th day of August, 1998.


MICHAEL C. COX


DANIEL WRATTEN


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

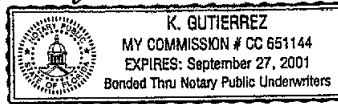
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BEFORE ME, on this day, personally appeared MICHAEL C. COX and DANIEL WRATTEN, the parties to the foregoing Articles of Incorporation, who are PERSONALLY KNOWN TO ME or produced to me as their identification _____ Drivers' Licenses Nos. _____ and _____, which expire on _____ and _____, respectively, and who did take an Oath, and known to me to be the parties to the foregoing Articles of Incorporation, and acknowledged the said Articles to be their free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Coral Gables, said County and State last aforesaid, this 20th day of August, 1998.



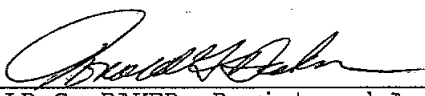
Notary Public, State of Florida



Stamped Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CW CAPITAL COMPANY, at 4675 Ponce de Leon Boulevard, Suite 301, Coral Gables, FL 33146, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.



RONALD G. BAKER, Registered Agent