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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: RESIDENTIAL MORTGAGE CAPITAL, INC.

AUDIT NUMBER.....H98000017131

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

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
RESIDENTIAL MORTGAGE CAPITAL, INC.

I, the undersigned, being of legal age and a natural person do hereby incorporate, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME & PRINCIPAL ADDRESS

The name of this corporation shall be RESIDENTIAL MORTGAGE CAPITAL, INC. The principal office and mailing address of this corporation shall be: RESIDENTIAL MORTGAGE CAPITAL, INC., 871 N.W. 20 Court, Miami, FL 33125.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
7,500.00	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of

This Instrument Prepared By:  
Santiago Diez, Esq.  
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Tel: (305) 377-4005 Fax: (305) 374-0456

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cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 871 N.W. 20 Court, Miami, Florida 33125 with the privilege of having its offices and branch offices at other places within the State of Florida. The initial registered agent at that address shall be ROLANDO CHAPLE. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS

This corporation shall have one (1) director initially with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. In addition, the corporation shall have a President, a Secretary, a and Treasurer to serve as initial officers with the exact number of officers, and their term in office, to be specified in the corporate by-laws. The name and address of the directors and officers of the corporation, who shall hold office for the first year or until their successor(s) are duly elected and qualified, or appointed shall be:

Name and title  
ROLANDO CHAPLE  
President/Secretary/Treasurer  
Director

Address  
871 N.W. 20 Court  
Miami, FL 33125

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is: ROLANDO CHAPLE,  
871 N.W. 20 Court, Miami, Florida 33125.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors,  
and former officers and directors, to the full extent permitted by  
law, as the law now exists or as it may be amended hereafter.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner  
provided by law. Every amendment shall be approved by the Board of  
Directors, proposed by them to the stockholders, and approved at a  
stockholders' meeting by a majority of the stock entitled to vote  
thereon, unless all the directors and all the stockholders sign a  
written statement manifesting their intention that a certain  
amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation under the laws of State of Florida  
this 14 day of September, 1998.

  
ROLANDO CHAPLE  
Incorporator

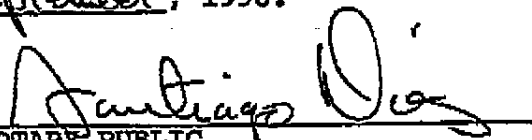
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STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared  
ROLANDO CHAPLE to me well known and known to me to be the person  
described in and who executed the foregoing Articles of  
Incorporation, who, after being duly sworn under oath, acknowledged  
before me that he executed the same for the purpose therein  
expressed.

WITNESS my hand and official seal in the State and County  
aforesaid this 14<sup>th</sup> day of September, 1998.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In compliance with the laws of the State of Florida, the  
following is submitted:

First, that RESIDENTIAL MORTGAGE CAPITAL, INC., desiring to  
organize under the laws of the State of Florida, has named ROLANDO  
CHAPLE, 871 N.W. 20 Court, Miami, Florida 33125 as its statutory  
registered agent.

ACKNOWLEDGEMENT

Having been made the statutory agent of the above corporation  
at the place designated in this certificate I hereby accept the  
same and agree to act in this capacity, and agree to comply with  
the provisions of Florida law relative to keeping the registered  
office open.

  
ROLANDO CHAPLE  
Registered Agent

DATED: this 14 day of September, 1998.

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