

P98000087851

14801 S.W. 164 Terrace  
Miami, Florida 33187

October 12, 1998

600002663346--5  
-10/14/98-01035-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: UNION MORTGAGE COMPANY  
Articles of Incorporation

Dear Sirs:

Enclosed please find one original and one copy of the above mentioned Articles of Incorporation, along with a pre-paid Fedex return envelope. I have also included a check in the amount of \$78.75 to cover the cost of recording and a Certificate of Good Standing.

If you need to reach me my home number is (305) 259-9438 and my current number at work is (305) 234-2318.

Thank you in advance for your prompt attention to this matter.

Sincerely yours,

*Paulina Gonzalez*  
Paulina Gonzalez

PG:ir

EFFECTIVE DATE

10-9-98

FILED  
98 OCT 14 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*10/14/98*

ARTICLE ONE

NAME

The name of this corporation is :

UNION MORTGAGE COMPANY

ARTICLE TWO

NATURE OF BUSINESS

FILED  
98 OCT 14 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
10-9-98

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

ARTICLE THREE

DURATION

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:

October 9, 1998

## ARTICLE FOUR

### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. DESIGNATION. The stock of this corporation shall be known as Common Stock.
- B. AUTHORIZED. The maximum members of shares of Common Stock that this corporation may issue is: 1,000
- C. PAR VALUE. Each share of Common Stock shall have the par value of \$5.00.
- D. CONSIDERATION. Share of Common Stock may be issued or in exchange for cash or other property, tangible or intangible or in labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. NON-ASSESSABILITY. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. VOTING RIGHTS. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the corporation.
- G. DIVIDENDS. Record holders of Common Stock are entitled, to receive their pro-rata shares of any dividends that may declared the Board of Directors out of assets legally available for each purpose.
- H. LIQUIDATIONS RIGHTS. Holders of Common Stocks are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL OFFICE AND MAILING ADDRESS

The street address of the initial Office of this corporation is:

14801 S.W. 164<sup>th</sup> Terrace  
Miami, Florida 33187

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially Two (2) Directors.

The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than Two (2). The name and address of the initial Directors of this corporation is:

Paulina Gonzalez

Address:

13727 S.W. 152<sup>nd</sup> Street, Suite 284  
Miami, FL 33177

Benigna M. Oliva Ones

Address

13727 S.W. 152<sup>nd</sup> Street, Suite 284  
Miami, FL 33177

ARTICLE SEVEN

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested either in the Board of shareholders, but the Board of Directors may not amend or repeal any By-Law by shareholders if the shareholders specifically provide such By-Law subject to amendment or repeal by the Directors.

## ARTICLE EIGHT

### PREEMPTIVE RIGHTS

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 the price at which it is offered to others.

## ARTICLE NINE

### SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE TEN

### APPROVAL OF SHAREHOLDERS

#### REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## ARTICLE ELEVEN

### DIRECTOR QUORUM AND VOTING

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 of a majority of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

INDEMNIFICATION


The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of October, 1998.

  
PAULINA GONZALEZ

Address:

13727 S.W. 152<sup>nd</sup> Street, Suite 284  
Miami, FL 33177

  
BENIGNA M. OLIVA ONES

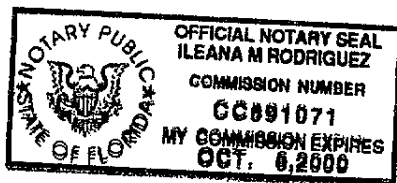
Address:

13727 S.W. 152<sup>nd</sup> Street, Suite 284  
Miami, FL 33177

Sworn to and subscribed before me this 9<sup>th</sup> day of October, 1998, by PAULINA GONZALEZ and BENIGNA M. OLIVA ONES, who produced their Florida driver's licenses as identification.

  
Notary Public State of Florida

**Ileana M Rodriguez**



CERTIFICATION DESIGNATING RESIDENT AND REGISTERED OFFICE AND  
RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF RESIDENT AND  
REGISTERED AGENT.

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First that UNION MORTGAGE COMPANY desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade and State of Florida has named PAULINA GONZALEZ, as its Resident and Registered Agent, and 13727 S.W. 152nd Street, Suite 284, Miami, Florida 33177 as its Resident and Registered office.

Second-That said Resident and Registered Agent, having named to accept service of process for the above stated Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping opens said Office.

By: 

RESIDENT AND REGISTERED AGENT  
PAULINA GONZALEZ

FILED  
38 OCT 14 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA