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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 028921 84788A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 12 PM 12:45

ORDER DATE : November 11, 1998

ORDER TIME : 2:29 PM

ORDER NO. : 028921-005

CUSTOMER NO: 84788A

CUSTOMER: Charles Restrepo, Esq
CHARLES RESTREPO, ESQ
CHARLES RESTREPO, ESQ
1327 Southeast Second Avenue

800002685308--7

Fort Lauderdale, FL 33316-1809

DOMESTIC FILING

NAME: CAPITAL MORTGAGE & ASSOCIATES
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

g 11/12/98

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

CAPITAL MORTGAGE & ASSOCIATES CORPORATION

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The undersigned, for the purpose of forming a Corporation under Florida General Corporation Act Chapter 607, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

CAPITAL MORTGAGE & ASSOCIATES CORPORATION

The address of the principal office of this corporation shall be 9000 SHERIDAN STREET, SUITE 104, PEMBROKE PINES, FLORIDA 33024, and the mailing address of the corporation shall be the same.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under Florida General Corporation Act
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

3. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is 9000 SHERIDAN STREET, SUITE 104, PEMBROKE PINES, FLORIDA 33024, and the name of its initial Registered Agent at such address is Victoria Perdomo.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the By-Laws, but shall never be fewer than one (2).

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The name and street address of the initial Board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are as follows:

NAME

ADDRESS

Frank Vargas

9000 Sheridan Street, Suite 104
Pembroke Pines, FL 33024

Luis F. Perdomo

9000 Sheridan Street, Suite 104
Pembroke Pines, FL 33024

ARTICLE VIII

The name and address of the Incorporator of this Corporation
is as follows:

NAME

ADDRESS

Frank Vargas

9000 Sheridan Street, Suite 104
Pembroke Pines, FL 33024

Luis F. Perdomo

9000 Sheridan Street, Suite 104
Pembroke Pines, FL 33024

ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connecting with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not

opposed to the best interest of the Corporation, and with respect to any Criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit or proceeding, on a preliminary determination the Director, Officer, employee, or agent met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The Corporation shall also indemnify any Director, Officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit, or

proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the corporation shall not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

The corporation shall have the power to purchase and maintain insurance on behalf

of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XI

No contract or other transaction between the corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or rectifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or rectify such contract or transaction by vote or written consent; or

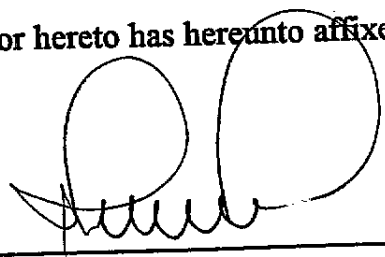
(c) The contract or transaction is fair and reasonable, as to the Corporation at the

time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand
and seal this the 27 day of October, 1998.



INCORPORATOR



INCORPORATOR

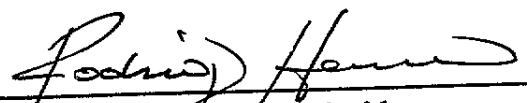
STATE OF FLORIDA

SS

COUNTY OF BROWARD

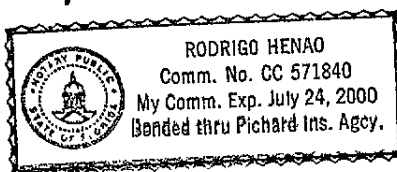
BEFORE ME, the undersigned authority, personally appeared Frank Vargas and Luis F. Perdomo, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed same for the uses and purposes therein expressed and they are personally known to me or have produced _____ as identification.

WITNESS my hand and official seal at Fort Lauderdale, Florida, this the 27 day of
OCTOBER, 1998.



Notary Public, State of Florida

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

FILED
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98 NOV 12 PM 12:45

Victoria Perdomo having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Victoria Perdomo