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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: IRIS HAIBI

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: CAPITAL MORTGAGE & ASSOCIATES CORPORATION

AUDIT NUMBER.....H98000023214

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 4

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TO: DIVISION OF CORPORATIONS
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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: IRIS HAIBI

PHONE: (954)525-7500

FAX #:

(954)761-8475

NAME: CAPITAL MORTGAGE & ASSOCIATES CORPORATION

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CERTIFICATE OF RESTATEMENT

The foregoing Amended and Restated Articles of Incorporation of Capital Mortgage & Associates Corporation contain the following amendments:

Article I was amended to change the principal office of the corporation.

Article IV was amended to modify the aggregate number of shares which the Corporation is authorized to issue from One Hundred (100) shares having a par value of \$1.00 per share to One Thousand (1,000) shares having a par value of \$0.01 per share.

Article V was amended to change the registered office of the corporation.

Article VII was amended to change a Board of Director of the corporation and the street addresses of the Board of Directors.

Article VIII was amended to change the street addresses of the Incorporators of the corporation.

The amendments were approved by all the members of the Board of Directors and all the Shareholders of the Company at a meeting of the Board of Directors and a meeting of the Shareholders on December 8, 1998. The number of votes cast by the Shareholders in favor of the amendments was sufficient for approval.


Luis F. Perdomo, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CAPITAL MORTGAGE & ASSOCIATES CORPORATION**

THE UNDERSIGNED, as President of Capital Mortgage & Associates Corporation, a Florida corporation ("Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation which amend and restate the original articles of incorporation (the "Original Articles") for the Corporation filed with the Florida Secretary of State on November 12, 1998 under Charter No. P98000095428.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

ARTICLE I

The name of the Corporation shall be:

CAPITAL MORTGAGE & ASSOCIATES CORPORATION

The address of the principal office of this corporation shall be 4000 Hollywood Blvd., Suite 335-S, Hollywood, Florida, 33021, 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.

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ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$0.01) per share.

ARTICLE V

The street address of the registered office of the Corporation is 110 S.E. 6th Street, Fort Lauderdale, Florida, 33301, and the name of the Registered Agent at such address is Paul Lopez.

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 two (2).

ARTICLE VII

The Board of Directors shall consist of two (2) members. The name and street address of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Humberto Francisco Vargas	4000 Hollywood Blvd., Suite 535-S Hollywood, Florida, 33021
Luis F. Perdomo	4000 Hollywood Blvd., Suite 535-S Hollywood, Florida, 33021

ARTICLE VIII

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

<u>Name</u>	<u>Address</u>
Frank Vargas	4000 Hollywood Blvd., Suite 535-S Hollywood, Florida, 33021
Luis F. Perdomo	4000 Hollywood Blvd., Suite 535-S Hollywood, Florida, 33021

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 connection 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.

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F. 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 of the time of such payment of his 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 of 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 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 transactions 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 stockholder.

IN WITNESS WHEREOF, the President hereto has hereunto affixed his hand and seal this the 8th day of December, 1998.


Luis F. Perdomo, President

Dec. 16, 1998 10:03AM

No. 2805 P. 6/7

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is: CAPITAL MORTGAGE & ASSOCIATES CORPORATION

The name and address of the registered agent and registered office are:

Paul O. Lopez
c/o Tripp Scott
110 S.E. 6th St., 15th Floor
Ft. Lauderdale, Florida 33301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my positions as registered agent.

Dated: December 8, 1998



Paul O. Lopez, Registered Agent

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