

12/14/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:47 PM

P98000103966

((H98000023247 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: AMERI-CAP MORTGAGE LENDING CORP.

AUDIT NUMBER.....H98000023247

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

EFFECTIVE DATE

12-11-98

Connect: 00:03:33

FILED  
98 DEC 14 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.02/07 305 541 3770

EMPIRE CORP.

DEC-14-1998 15:20

me 12/15/98

(850)487-6013

12/14/98 16:05 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 14, 1998

EMPIRE

SUBJECT: AMERT-CAP MORTGAGE LENDING CORP.  
REF: W98000027972

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan  
Document Specialist

FAX And. #: H98000023247  
Letter Number: 398A00058915

305 541 3770 P.01/07

EMPIRE CORP

DEC-14-1998 15:20

EFFECTIVE DATE  
12-11-98

1198000023247

(6)

ARTICLES OF INCORPORATION

OF

AMERI-CAP MORTGAGE LENDING CORP.

FILED

98 DEC 14 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

AMERI-CAP MORTGAGE LENDING CORP.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, Florida 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

THIS INSTRUMENT PREPARED BY:  
MAYNARD J. HELLMAN, ESQUIRE  
FLORIDA BAR NO. 137411  
1100 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33134  
(305) 443-8242 - telephone  
(305) 443-2176 - fax

1

1198000023247

305 541 3770 P.03/07

EMPIRE CORP

DEC-14-1998 15:21

498000023247

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having \$0.001 par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Maynard J. Hellman	1100 Ponce de Leon Blvd. Coral Gables, FL 33134	1

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

498000023247

498000023247

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified, is:

**NAME**

**ADDRESS**

Robert D. Press

1100 Ponce De Leon Boulevard  
Coral Gables, FL 33134

**ARTICLE IX**

**VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE X**

**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 XI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation

498000023247

498000023247

at that address is MAYNARD J. HELLMAN.

**ARTICLE XII**  
**INDEMNIFICATION**

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

DATED this 11th day of December, 1998.

  
MAYNARD J. HELLMAN

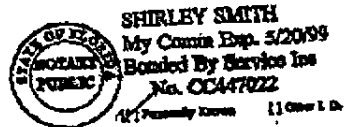
STATE OF FLORIDA )  
                                  )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 11th day of December, 1998.

  
Notary Public, State of  
Florida at Large

My Commission Expires:



498000023247

498000023247

AMERI-CAP MORTGAGE LENDING CORP.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS

\_\_\_\_\_ MAY BE SERVED \_\_\_\_\_

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST, THAT AMERI-CAP MORTGAGE LENDING CORP. IS DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED  
MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL  
GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

Signature: 

MAYNARD J. HELLMAN

Title: SubscriberDate: December 11, 1998

Having been named to accept services of process for the above stated corporation, at the place  
designated in this certificate, 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 my duties.

Signature: 

MAYNARD J. HELLMAN

(Registered Agent)

Date: December 11, 1998

F:\P\DOC\SS\CORPORATE\AMERI-CAP.MOR

5

498000023247

FILED

98 DEC 14 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA