

LAW OFFICES
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January 15, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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ATTENTION: CHARTER DEPARTMENT

Re: Articles of Incorporation for GS CAPITAL MORTGAGE NETWORK, INC.

Dear Sirs:

You will find enclosed herewith an original and one copy of the Articles of Incorporation of GS CAPITAL MORTGAGE NETWORK, INC. Also, enclosed is our check in the amount of \$122.50.

Please return a certified copy of the Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Incorporation, please contact this office immediately. Thank you for your cooperation.

Very truly yours,


James M. Schiff

JMS/lp
Enclosures

FILED
99 JAN 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 25 1999


ARTICLES OF INCORPORATION
OF
GS CAPITAL MORTGAGE NETWORK, INC.

FILED
99 JAN 19 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person do hereby subscribe to, 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

The name and initial address of this corporation shall be

GS CAPITAL MORTGAGE NETWORK, INC.
9130 South Dadeland Boulevard
Suite 1609
Miami, Florida 33156

ARTICLE II

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

ARTICLE III

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be James M. Schiff.

ARTICLE VI

This corporation shall have at least two (2) directors, 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.

ARTICLE VII

The names and addresses of the first Directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GORDON	1000 N.E. 14th Avenue, #306 Hallandale, Florida 33009
JAMES M. SCHIFF	9130 South Dadeland Boulevard Suite 1609 Miami, Florida 33156

ARTICLE VIII

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

RICHARD GORDON	1000 N.E. 14th Avenue, #306
President/Treasurer	Hallandale, Florida 33009

JAMES M. SCHIFF
Vice President/
Secretary

9130 South Dadeland Boulevard
Suite 1609
Miami, Florida 33156

ARTICLE IX

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

The name and address of the incorporator is JAMES M. SCHIFF, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

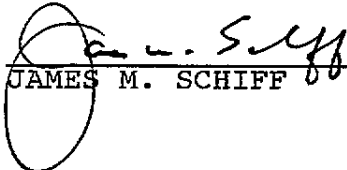
ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 15th day of January, 1999.

 (Seal)
JAMES M. SCHIFF

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged to before me this 15 day of January, 1999, by JAMES M. SCHIFF, who is personally known to me to who has produced _____ as identification and who did take an oath.

My Commission Expires:

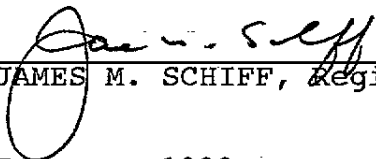

Notary Public, State of Florida
at Large
Craig R. Dearr
(Printed Notary Name)
Commission No. _____
★ My Commission CC727613 Expires May 4, 2002

**CERTIFICATE DESIGNATING PLACE OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted.

First -- That GS CAPITAL MORTGAGE NETWORK, INC. under the laws of the State of Florida, has named JAMES M. SCHIFF, 9130 South Dadeland Boulevard, Suite 1609, Miami, Florida 33156 as its statutory registered agent.

Having named 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.



JAMES M. SCHIFF, Registered Agent

Dated this 15th day of January, 1999.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JAN 19 PM 3:41

FILED