

LAW OFFICE

Antonio E. Alonso

FIRST UNION BANK OF CORAL WAY
1699 CORAL WAY, SUITE 315
MIAMI, FLORIDA 33145

TELEPHONE:
(305) 858-7452

FAX:
(305) 856-1959

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May 13, 1999

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*****87.50 *****87.50

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of **AMAZON MORTGAGE, CORP.**

Dear Gentleman or Madam:

Enclosed please find our office account check in the amount of \$87.50, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation. Please note that we have given two names, please choose one in the order given.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,


ANTONIO E. ALONSO, ESQ.

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TALLAHASSEE, FLORIDA

\$ 35.00 - Filing Fees
43.50 - Certified Copy
\$ 87.50

T. SMITH MAY 20 1999

ARTICLES OF INCORPORATION

OF

AMAZON MORTGAGE, INC.

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural person competent to contract, hereby presents theses Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as the Professional Service Corporation Act., and other laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation shall be:

AMAZON MORTGAGE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To engage in the practice of Mortgage Broker both within and outside the United States of America.

(b) To make any and all types of investments of any nature for the corporation.

(c) To transact any and all lawful business for which

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TALLAHASSEE, FLORIDA

corporations may be incorporated.

(d) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limits as to the amount; to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

(e) To sell at wholesale and retail and to deal in any manner whatever in all types and descriptions of property; to do all things and engage in all activities necessary and proper or incidental in wholesale and retail business.

(f) To conduct and carry on the business of builders and contractors for purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works, or erections of every kind and description whatsoever including the location, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad, or street railways, power plants and generally all classes of building, erection and works, both public and private, or integral parts thereof, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.

(g) To subscribed for, invest in, purchase or otherwise acquire, to own, hold, sell exchange, pledge, or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptance, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while holding or owning any such securities, to exercise all the rights to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trust or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(h) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, dispose of real estate and real property and all other kinds of property of whatsoever nature, whether, real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy sell, assign, convey and cancel liens upon personal property

and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stock, bonds, obligations or security of any government or authority, individual or corporation.

(i) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(j) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliance, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in iron, plaster, granite, stone, brick, lumber, shell, sand and

every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing vessels, ships, boats, crafts and to do all manner of marine construction.

(k) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

(l) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(m) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same, to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with the incident to the foregoing under the laws of the State of Florida or any other State.

(j) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise, which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock without par value. All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose; property labor or services may be purchased or paid for with capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be no less than FIVE HUNDRED AND NO/100 (\$ 500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is 19878 S.W. 122nd Court, Miami, Florida 33177. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

19878 S.W. 122nd Court
Miami, Florida 33177

The name of the initial registered agent of this corporation at that address is:

MARIA D. TRAVIESO

ARTICLE VIII

MAILING ADDRESS

The mailing address of the corporation is:

19878 S.W. 122nd Court
Miami, Florida 33177

ARTICLE IX

DIRECTORS

This corporation shall have one (1) director initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTORS

The names and post office address of the members of the Board of Directors are:

NAME**ADDRESS**

MARIA D. TRAVIESO

19878 S.W. 122nd Court
Miami, Florida 33177**ARTICLE XI****OFFICERS**

The names and post office addresses of the President, Vice-President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

MARIA D. TRAVIESO
19878 S.W. 122nd Court
Miami, Florida 33177

President

FELICIA RODRIGUEZ
19878 S.W. 122nd Court
Miami, Florida 33177

Vice-President

ANGELA L. FLEITAS
19878 S.W. 122nd Court
Miami, Florida 33177

Secretary

ANGELA L. FLEITAS
19878 S.W. 122nd Court
Miami, Florida 33177

Treasurer

ARTICLE XII**SHARES OF STOCK**

The names and post office address of each subscriber and the number of shares of stock which each agrees to take are:

MARIA D. TRAVIESO
19878 S.W. 122nd Court
Miami, Florida 33177

400 Shares

FELICIA RODRIGUEZ
19878 S.W. 122nd Court

300 Shares

Miami, Florida 33177

ANGELA L. FLEITAS
19878 S.W. 122nd Court
Miami, Florida 33177

300 Shares

ARTICLE XIII

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

MARIA D. TRAVIESO

19878 S.W. 122nd Court
Miami, Florida 33177

ARTICLE XIV

VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares.

ARTICLE XV

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 13th day of May,

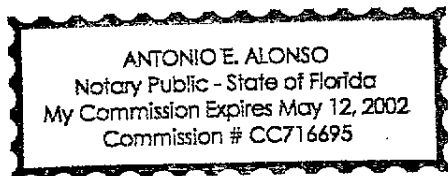
1999.


INCORPORATOR: MARIA D. TRAVIESO

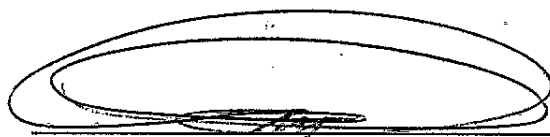
STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **MARIA D. TRAVIESO**, known to me and known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, she has hereunto set her hands and affixed her official seal, in the State and County aforesaid, this 13th day of May, 1999.

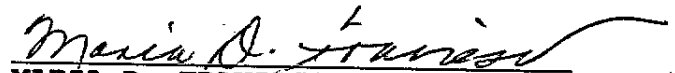


My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, 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.


MARIA D. TRAVIESSO
Registered Agent

Dated: May 13, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA