

8/2/99 14850
499000069820

Charter Number

Oficina Madrigal, Inc.

Requestor's Name

41600 West 16th Avenue, #210.

Address

Hialeah, FL 33012

City

State

ZIP

Phone

(305)822-7220A.

VALIDATION ONLY

700002949957--4

-08/04/99--01009--025

*****78.75 *****78.75

CORPORATION(S) NAME

Consultant

Empire mortgage ~~company~~, INC

EFFECTIVE DATE
8-2-99

99 AUG -6 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Empire Toll Free: 1-800-432-3028

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

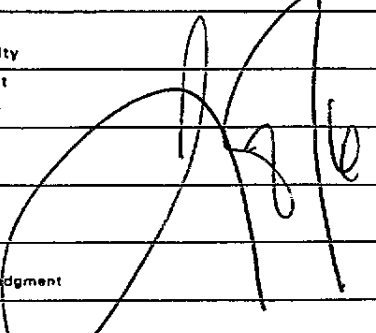
☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (R8-85)

CERTIFIED COPY

RECEIVED
99 AUG -4 AM 9:38
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

EMPIRE

MIAMI, FL

SUBJECT: EMPIRE MORTGAGE COMPANY, INC.
Ref. Number: W99000018049

We have received your document for EMPIRE MORTGAGE COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 099A00039523

RECEIVED
99 AUG -6 AM 9:08
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 AUG -6 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HER ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I.-NAME-

EFFECTIVE DATE
8-2-99

THE NAME OF THIS CORPORATION IS : EMPIRE MORTGAGE CONSULTANT, INC.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF MORTGAGE OFFICE, AND OTHERS SELL, RENT, LEASE CONVEY OR OTHERWISE ACQUIRE OR DISPOOSE OF OR ENCUMBER REAL ESTATE, REAL PROPERTY, CHATTELS REAL, CHOSEN IN ACTION, NOTE, BONDS, STOCKS, SECURITIES AND ANY INTEREST THEREIN FOR ITSELF OR FOR OTHERS. FULL POWER AND AUTHORITY TO DO ALLAND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE **ONE THOUSAND (1,000)** SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLES V. -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 OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRORATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLES VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: **1825 PONCE DE LEON BLVD APT 448 CORAL GABLES, FLORIDA 33135** AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: **IVETTE PENICHET**.

ARTICLES VII. - INCORPORATION-

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

**IVETTE C PENICHET
1825 PONCE DE LEON BLVD APT 448
CORAL GABLES, FL 33135**

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS

ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK-

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND THE AMOUNTS SET OPPOSITE HER NAMES:

IVETTE C PENICHET, TREASURER/SEC	-----100% SHARES
MAXANDRA DESROSIERS,DIRECTOR	-----0% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS-

SPECIAL MEETING OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLES XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLE TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKE AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS-

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV. -POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE-

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI. -ACTION BY SHAREHOLDERS WITHOUT A MEETING-

THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS PROVIDED BY LAW.

ARTICLE XVII. -DIVIDENDS-

DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII. -INDEMNIFICATION-

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XX. -NOTICE-

ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED OF HAND DELIVERED TO THE STOCK HOLDER AT THE FOLLOWING ADDRESS: 1825 PONCE DE LEON BLVD APT 448, CORAL GABLES FLORIDA 33135.

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS-

THIS CORPORATION SHALL HAVE 2 DIRECTORS, THEIR NAMES AND ADDRESSES ARE AS FOLLOWS:

IVETTE C PENICHET
1825 PONCE DE LEON BLV # 448
CORAL GABLES, FL 33135

MAXANDRA DESROSIERS
3255 NE 184TH ST # 12116
NORTH MIAMI BEACH FL 33181

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS-

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 1825 PONCE DE LEON BLVD APT 448, CORAL GABLES FL 33135.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE TO THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 2ND DAY OF AUGUST, 1999.

A handwritten signature in cursive script, appearing to read "Ivette C. Penichet", is written over a horizontal line.

IVETTE C PENICHET, TREASURER/SECRETARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY
BE SERVED.

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

FIRST: THAT **EMPERE MORTGAGE CONSULTANT, INC.**
NAME OF CORPORATION

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 **IVETTE C PENICHER** LOCATED AT **1825
PONCE DE LEON BLVD APT 448, CORAL GABLES FLORIDA 33135** ITS AGENT TO
ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE


CORPORATE OFFICER

TITLE

TREASURER/ SECRETARY

DATE

08/02/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED 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


RESIDENT AGENT

DATE

08/02/99

FILED
99 AUG -6 AM 10:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA