

MANUEL ZALAC
ATTORNEY AT LAW

P99000087403

SUITE 2350 ONE CENTRUST FINANCIAL CENTER

100 SOUTHEAST 2ND STREET
MIAMI, FLORIDA 33131

TELEPHONE 358-4580
FAX 374-6007

September 28, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Florida 32301

400003001564--4
-09/30/99--01056--014
*****122.50 *****78.75

Gentlemen:

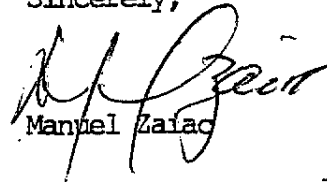
Enclosed is original and one copy of Articles of Incorporation of

WESTIL MORTGAGE CO., INC.

Also enclosed is a check in the sum of \$ 122.50 to cover charter tax,
filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


Manuel Zalac

MZ:Ada

encs.

FILED
99 SEP 30 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/4/99

ARTICLES OF INCORPORATION
OF

WESTIL MORTGAGE CO., INC.

Article I - Name

The name of this corporation is:
Westil Mortgage Co., Inc.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

Investments in all types of Mortgages.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 5000 shares
of One Dollar (\$ 1.00) par value common
stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed
ratably among the holders of record of the Common Shares.

Section 2. 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 exclusive-
ly in the holders of the outstanding Common Shares.

Article VI - 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 VII - Initial Registered Office and Agent

The street address of the initial registered office and the principal office of this corporation is: One N.E. 1st Street, Suite 700
Miami, Florida, 33132

and the name of the initial registered^{resident}/agent of this corporation at that address is: Paul Rosen

Article VIII - Initial Board of Directors

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 2. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Paul Rosen One N.E. 1st Street, Suite 700, Miami, Florida 33132

Wendy Rosen One N.E. 1st Street, Suite 700, Miami, Florida 33132

Article IX - Incorporator

The name and address of the person signing these articles is:
Paul Rosen
One N.E. 1st. Street, Suite 700, Miami, Florida 33132

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XII - Indemnification

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

Article XIII - 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 conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned subscriber has executed
these articles of incorporaiton this 28th day of September, 1999.


Subscriber HILDA ZALAC

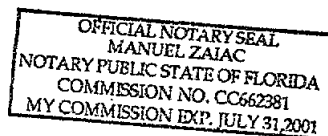
STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared
HILDA ZATAO

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that she executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of September 1979.


MANUEL ZAIAC



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

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

FIRST--THAT WESTIL MORTGAGE CO., 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 Miami
(CITY)

STATE OF Florida HAS NAMED Paul Rosen
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT One N.E. 1st. Street. Suite 700, Miami, Florida. 33132
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
PAUL ROSEN (CORPORATE OFFICER)

TITLE President

DATE September 28, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
PAUL ROSEN (RESIDENT AGENT)

DATE September 28, 1999

FILED
99 SEP 30 PM 1:01
STATE OF FLORIDA
TALLAHASSEE, FLORIDA