

P99000105834



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 497356 81517A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : November 30, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 497356-005

200003056712--5

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL SCHULTZ CARTER &
FERRELL SCHULTZ CARTER &
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 30 PM 2:14

DOMESTIC FILING

NAME: FSCF MORTGAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 NOV 30 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W99-2 12/1/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 30 PM 2: 14

November 30, 1999

CSC NETWORKS

SUBJECT: FSCF MORTGAGE, INC.
Ref. Number: W99000027271

RESUBMIT
Please give original
submission date as file date.

We have received your document for FSCF MORTGAGE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00056606

RECEIVED
99 DEC -7 PM 12: 08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FSCF MORTGAGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 30 PM 2: 14

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FSCF MORTGAGE, INC.

The principal place of business of this corporation shall be 201 South Biscayne Blvd., 34th Floor, Miami, Florida 33131

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 South Biscayne Blvd., 34th Floor, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter & Fertel, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have the following officers and directors initially. The name and street address of each initial officer and director who shall hold office for the first year of the corporation, or until his or her successor are elected or appointed are:

MILTON M. FERRELL, JR. Director
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

THOMAS G. SCHULTZ Director
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

FRANCIS L. CARTER Director
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

ILEANA E. GARCIA President
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

MAYRA C. DaCASTIGLIONE Secretary/Treasurer
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ANGEL M. GARCIA-OLIVER
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Blvd., 34th Floor
Miami, Florida 33131

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of November, 1999.


Angel M. Garcia-Oliver Incorporator


CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

99 NOV 30 PM 2: 14

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

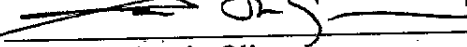
1. The name of the Corporation is: FSCF MORTGAGE, INC.
2. The name of the Registered Agent and address of the Registered Office is:

ANGEL M. GARCIA-OLIVER
Ferrell Schultz Carter & Fertel, A Professional Association
201 South Biscayne Boulevard, Suite 1920
Miami, Florida 33131


ANGEL M. GARCIA-OLIVER
Title: Incorporator

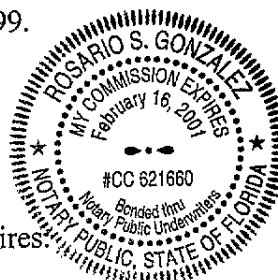
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Ferrell Schultz Carter & Fertel, A Professional Association

By: 
Angel M. Garcia-Oliver

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, on behalf of Ferrell Schultz Carter & Fertel, P.A., to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of November, 1999.



My Commission Expires:


Notary Public State of Florida

Rosario S. Gonzalez
Printed Notary Signature


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

STATE OF FLORIDA)
COUNTY OF DADE)

99 NOV 30 PM 2: 14

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. That I relied upon the following form of identification of the above-named person: _____, and that an oath was not taken.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of November, 1999.


Notary Public
State of Florida at Large

My Commission Expires:

