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Kenneth Y. Tencer
3741 Sunny Isles Boulevard
#102
North Miami Beach, FL 33160
(305) 919-8018 Fax: (305) 919-7717

December 1999

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

Transmittal Letter

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314


Subject: Kenco Funding Co.

Enclosed is an original and two copies of the articles of incorporation and a check for:

\$87.50 for Filing Fee and Certified Copy

Thank you for your cooperation in this matter. If there are any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Kenneth Y. Tencer

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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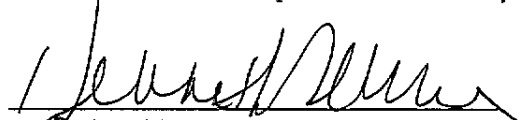
**Kenco Funding Co.
Articles of Incorporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract hereby presents these articles for the formation of a corporation under Florida law.

1. The name of the corporation shall be **Kenco Funding Co.**
2. The corporation shall be organized to have a maximum of 100,000 shares of common stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$.01 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office and the name of the registered agent shall be Kenneth Y. Tencer located at 3741 Sunny Isles Blvd #102, North Miami Beach, FL 33160. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation begin business is \$1,000.00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is Kenneth Y. Tencer located at 3741 Sunny Isles Blvd #102, North Miami Beach, FL 33160.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is Kenneth Y. Tencer located at 3741 Sunny Isles Blvd #102, North Miami Beach, FL 33160, 1000 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.
11. The effective date of the corporation shall be December 27th, 1999 or as soon thereafter as possible.

The undersigned incorporator(s) have executed these Articles of Incorporation this 27th day of December, 1999.

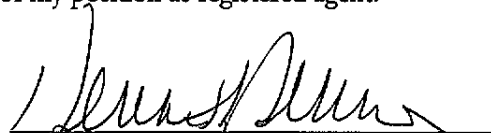

Kenneth Y. Tencer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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.

The name of the Corporation is Kenco Funding Co. The name and address of the registered agent and office is: Kenneth Y. Tencer located at 3741 Sunny Isles Blvd #102, North Miami Beach, FL 33160

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 this 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 obligations of my position as registered agent.


Kenneth Y. Tencer

12/27/99
Dated