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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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SEAL STATE
TALLAHASSEE FLORIDA

2002 AUG 21 AM 8:17

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FLORIDA PROFIT CORPORATION OR P.A.

cash flow funding of america, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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(4)

**ARTICLES OF INCORPORATION
OF
CASH FLOW FUNDING OF AMERICA, INC.**

The undersigned incorporator, Miriam N. Ferguson, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Cash Flow Funding of America, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1732 NE 17th Avenue
Ft. Lauderdale, FL 33305

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares at \$1.00 par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Frederick E. Ferguson
1732 NE 17th Avenue
Ft. Lauderdale, FL 33305

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

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TALLAHASSEE, FLORIDA

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ARTICLE VI – INITIAL OFFICERS

The initial officers and directors of the corporation are:

Miriam N. Ferguson – President, Secretary, Treasurer

ARTICLE VII – INCORPORATOR

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

Miriam N. Ferguson
1732 NE 17th Avenue
Ft. Lauderdale, FL 33305

The undersigned has executed these Articles of Incorporation this 21 day of August, 2002.

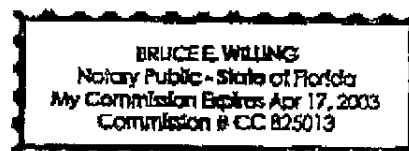

Miriam N. Ferguson

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared, Miriam N. Ferguson, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County above, this 21 day of August, 2002.


NOTARY PUBLIC
My commission expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of Section 606.0501, 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: Cash Flow Funding of America, Inc.

The name and address of the undersigned agent and office is:

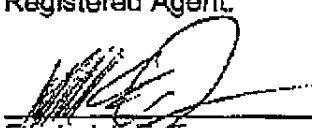
Frederick E. Ferguson
1732 NE 17th Avenue
Ft. Lauderdale, FL 33305

Dated: 8/21/02


Miriam N. Ferguson, President

Having been named a Registered Agent and to accept service of process for the above stated corporation, at the place designated in the 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.

Dated: 8/21/02


Frederick E. Ferguson,
Registered Agent

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