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December 23, 1997

Trial Practice
Personal Injury
Wrongful Death
Insurance Claims
Work Related Injury

John T. Stemberger

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-12/25/97--01088--017
*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: 1st International Funding Corporation.

EFFECTIVE DATE
1-1-98

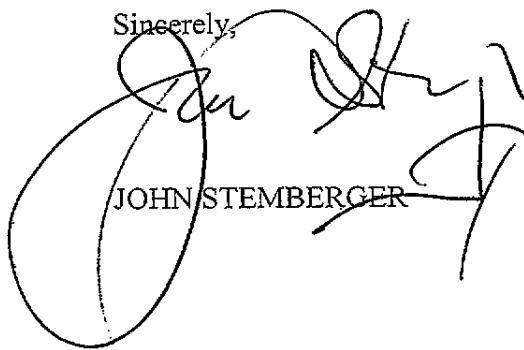
Ladies and Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the referenced corporation.

Also enclosed is my check in the amount of \$70.00 to cover the cost of filing fees.

Please return the certified copy of the Articles to this office. Thank you for your cooperation in this matter.

Sincerely,



JOHN STEMBERGER

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 DEC 26 PM 2:49

FILED

JS/cah
Enclosures

John Stemberger
James Cohen - GAVE

AUTHORIZATION BY PHONE TO
CORRECT Name + Effective Date
DATE 12-31-97
DOC. EXAM nam

JS/cah
Enclosures

ARTICLE V - INITIAL PRESIDENT AND BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one director. The name and address of the sole director and president of this corporation is:

*James Ashby Cohen
1265 Bent Oak Trail
Altamonte Springs, FL 32714*

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of the corporation is:

*1265 Bent Oak Trail
Altamonte Springs, FL 32714*

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1265 Bent Oak Trail, Altamonte Springs, FL 32714 and the name of the initial registered agent of this corporation at that address is: **James Ashby Cohen, 1265 Bent Oak Trail, Altamonte Springs, Florida 32714.**

ARTICLE VIII - INCORPORATORS

The name and street address of the original incorporator of the corporation is:

*James Ashby Cohen
1265 Bent Oak Trail
Altamonte Springs, FL 32714*

ARTICLE IX - INDEMNIFICATION

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

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE X - BY LAWS

The power to adopt alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and the shareholders.

ARTICLE XI - AMENDMENT

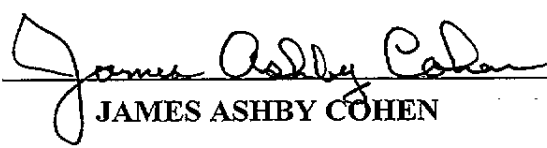
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporators have executed these Articles of Incorporation this 23 day of DECEMBER, 1997

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I the undersigned hereby accept appointment as registered agent for 1st National Funding Corporation and agree to act in this capacity and comply with the provision of the said Act relative to keeping open said office.

The undersigned hereby accepts appointment as registered agent for 1st International Funding Corporation



JAMES ASHBY COHEN

Sworn to and subscribed before me, this 23 day of DECEMBER, 1997.

n/a

Notary Public, State of Florida at Large