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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

~~RG Holdings, Inc~~ 300002736368--0
-01/11/99--01072--028
*****70.00 *****70.00

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Certified ~~Confirmation~~

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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99 JAN 12 PM 12:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

January 11, 1999

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: IEG HOLDINGS, INC.
Ref. Number: W99000000680

We have received your document for IEG HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 199A00001219

ATTN:

OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, 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:

IEG Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

844 Avenue of the Americas
Suite 301
New York, NY 10001

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
20,000,000 (twenty million) shares of \$.01 (one cent) par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

David J. Feingold, Esquire
3300 PGA Blvd, Suite 410
Palm Beach Gardens, FL 33410

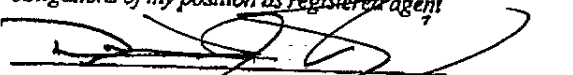
ARTICLE V INCORPORATOR

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

David J. Feingold, Esquire
3300 PGA Blvd, Suite 410
Palm Beach Gardens, FL 33410

(An additional article must be added if an effective date is requested.)

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


Signature/Registered Agent
And Incorporator

1/8/99

Date