

AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32802

407-425-7831
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P000000 December 29, 1999 3445

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

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*****78.75 *****78.75

Gentlemen:

Our client wishes to change the name of its corporation, ~~AMERICAN CASH FLOW CORPORATION~~, to CASH FLOW AMERICA, INC., and to incorporate a new company under the name AMERICAN CASH FLOW CORPORATION.

Therefore, two sets of documents are enclosed, as follows:

1. Articles of Amendment for Name Change, together with our client's check in the amount of \$43.75, to cover the filing fee and the certified copy fee - to change the name of AMERICAN CASH FLOW CORPORATION to CASH FLOW AMERICA, INC. As you can see, this will free up the name for use by the new corporation.
2. Articles of Incorporation and the Designation and Acceptance of Registered Agent for a new company, AMERICAN CASH FLOW CORPORATION, together with our client's check in the amount of \$78.75 to cover the filing fee, the certified copy charge, and designation of registered agent fee.

I have enclosed a separate copy of the Articles of Amendment and the Articles of Incorporation, to be certified and returned to me in the enclosed envelope.

FILED
00 JAN -4 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 12 2000

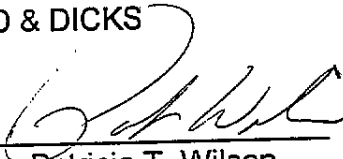
Secretary of State
Division of Corporations
December 29, 1999
Page Two

If for any reason whatsoever you are unable to file either of the above or should you have any questions, please call me collect at extension 1-1114.

Sincerely,

PINO & DICKS

By:


Patricia T. Wilson
Paralegal

PTW
Enclosures

ARTICLES OF INCORPORATION

OF

AMERICAN CASH FLOW CORPORATION

FILED

00 JAN -4 AM 7:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be AMERICAN CASH FLOW CORPORATION.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801, and the name of the initial Registered Agent for the corporation at that address is Laurence J. Pino, Esquire.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been

a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

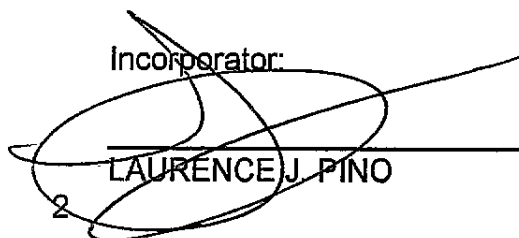
LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is:

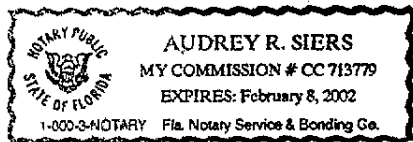
LAURENCE J. PINO
255 South Orange Avenue, Sixth Floor
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 29th day of December, 1999.

Incorporator:

LAURENCE J. PINO
2

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of December, 1999, by LAURENCE J. PINO, who is personally known to me and did take an oath.



Audrey R. Siers
Print: Audrey R. Siers
Notary Public, State of Florida

FILED
00 JAN -14 AM 7:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

AMERICAN CASH FLOW CORPORATION, a corporation organizing under the laws of the State of Florida, with its principal office located at 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801, has named LAURENCE J. PINO, ESQUIRE, whose address is 255 South Orange Avenue, Sixth Floor, P. O. Box 1511, Orlando, Florida 32802, as its Agent to accept service of process within this State.

ACCEPTANCE:

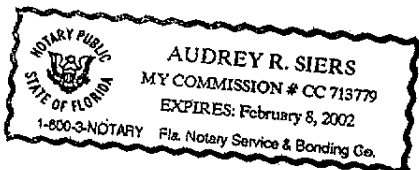
I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

LAURENCE J. PINO
LAURENCE J. PINO

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of December, 1999, by LAURENCE J. PINO, who is personally known to me and did take an oath.



Audrey R. Siers
Print: Audrey R. Siers
Notary Public, State of Florida