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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 676534 7212133

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY -2 PM 1:27

ORDER DATE : May 1, 2000

ORDER TIME : 4:20 PM

ORDER NO. : 676534-005

CUSTOMER NO: 7212133

100003234621--4

CUSTOMER: Mr. Keith H. Lewis-7212133  
MR. KEITH H. LEWIS  
MR. KEITH H. LEWIS  
90 Alton Road  
Suite 2901  
Miami, FL 33139

DOMESTIC FILING

NAME: COMMERCE ONE FINANCIAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED  
00 MAY -2 AM 8:53  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
00 MAY -2 PH 1:27

ARTICLES OF INCORPORATION  
OF  
COMMERCE ONE FINANCIAL CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COMMERCE ONE FINANCIAL CORP.

The address of the principal office of this corporation shall be 90 Alton Road, Suite 2901, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 90 Alton Road, Suite 2901, Miami Beach, Florida 33139, and the name of the initial registered agent of the corporation at that address is Keith H. Lewis.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Keith H. Lewis  
Dir.

90 Alton Road  
Suite 2901  
Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 1, 2000.

By:

Laura R. Dunlap  
Its Agent, Laura R. Dunlap

dew

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Keith H. Lewis, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

COMMERCE ONE FINANCIAL CORP.

Keith H. Lewis is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Keith H. Lewis

CRL