

MAY-12-2000 15:07

KRAMER, GREEN, et al

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**Florida Department of State**

**Division of Corporations**

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**To:**

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**Fax Number : (850) 922-4001**

**From:**

**Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.**

**Account Number : 073707002173**

**Phone : (954) 966-2112**

**Fax Number : (954) 981-1605**

**FLORIDA PROFIT CORPORATION OR P.A.**

**subprime usa, inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**SUBPRIME USA, INC.**

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is SUBPRIME USA, INC.

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of this corporation is 2201 Corporate Boulevard, Suite 103, Boca Raton, FL 33431.

**ARTICLE III**

**DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

**ARTICLE IV**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Bar No. 358789, 4000 Hollywood Blvd., Suite 485 South,  
Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2201 Corporate Blvd., Suite 103, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that address is Stephen Beyer.

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ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one (1).

The name and address of the initial director of this corporation are:

STEPHEN BEYER  
2201 Corporate Blvd., Suite 103  
Boca Raton, FL 33431

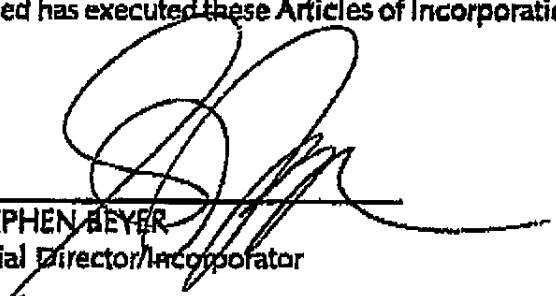
ARTICLE X

INCORPORATOR

The name and address of the Incorporator are:

Stephen Beyer  
2201 Corporate Blvd., Suite 103  
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on this 12th day of May, 2000.

  
STEPHEN BEYER  
Initial Director/Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That SUBPRIME USA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2201 Corporate Blvd., Suite 103, City of Boca Raton, State of Florida, has named Stephen Beyer, located at 2201 Corporate Blvd., Suite 103, City of Boca Raton, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: STEPHEN BEYER  
TITLE: Incorporator

DATE: May 12, 2000

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: STEPHEN BEYER  
Registered Agent

DATE: May 12, 2000

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