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LANZA & BUGAY  
A PROFESSIONAL ASSOCIATION  
CITICENTRE, SUITE P-600  
290 NORTHWEST 165TH STREET  
MIAMI, FLORIDA 33169

SCOTT R. BUGAY\*  
CHRISTOPHER F. LANZA\*\*  
\*ALSO ADMITTED IN ILLINOIS  
\*\*ALSO ADMITTED IN MASSACHUSETTS

DADE: (305) 956-9040  
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July 14, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-07/19/00--01100--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ARTICLES OF INCORPORATION  
INVESTMENT FUNDING, INC.

Dear Sir/Madam:


Enclosed please find an original and two copies of the Articles of Incorporation for the above-named corporations. Also enclosed is a check in the amount of \$78.75 for the filing fee and certificate for the corporation.

Please send me a stamped copy of the Articles for which a self addressed stamped envelope is enclosed.

Thank you for your attention to this matter. If there are any questions, please feel free to contact me at (305) 956-9040.

Very truly yours,

LANZA & BUGAY, P.A.

  
Scott R. Bugay, Esquire  
For the firm

SRB:CFL

FILED  
00 JUL 19 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T BROWN JUL 24 2000

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ARTICLES OF INCORPORATION

OF

INVESTMENT FUNDING, INC.

**FILED**  
00 JUL 19 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation and its principal place of business shall be: INVESTMENT FUNDING, INC., CitiCentre Suite P-600, 290 N.W. 165<sup>th</sup> Street, Miami, Fl. 33169.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

#### ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE V

The existence of the corporation is perpetual.

#### ARTICLE VI

The name and street address of the initial registered agent of this corporation is:

**Christopher F. Lanza, Esq.**  
LANZA & BUGAY, P.A.  
CitiCentre, Suite P-600  
290 N.W. 165<sup>th</sup> Street  
Miami, Fl. 33169

#### ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

#### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

**Matthew D. Lanza**  
12 Bartlett Parkway  
Winthrop, Ma. 02151

ARTICLE IX

The names and street addresses of the parties signing the Articles of Incorporation as subscribers are:

**Matthew D. Lanza**  
12 Bartlett Parkway  
Winthrop, Ma. 02151

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE XI

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

ARTICLE XII

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.

ARTICLE XIII

The initial issue of stock shall be as follows:

<b>Matthew D. Lanza</b>	1,000.00 shares
12 Bartlett Parkway	
Winthrop, Ma. 02151	

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 26 day of June, 2000.

Matthew D. Lanza (SEAL)  
Matthew D. Lanza

ACKNOWLEDGMENT:

Having been named initial Registered Agent for the above stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.

Christopher F. Lanza, Esq., Registered Agent

STATE OF FLORIDA ]

ss:

COUNTY OF MIAMI-DADE ]

FILED  
00 JUL 19 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared Matthew D. Lanza and personally known to me to be the persons who executed the foregoing Articles of Incorporation, or who produced drivers license (WA) and personally known as identification, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of June, 2000.

Notary Public, State of Florida

My Commission Expires:



Jessica de la Noval  
Commission # CC 940209  
Expires May 29, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.