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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

oceanside funding corp.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 3:00

B. McKnight AUG 17 2000

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ARTICLES OF INCORPORATION
OF
OCEANSIDE FUNDING CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 3:01

ARTICLE I - NAME

The name of this corporation is Oceanside Funding Corp.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Commercial Point, Suite 31, 3601 W. Commercial Blvd., Ft. Lauderdale, FL 33309, and the name of the initial registered agent of this corporation at that address is Eric R. Schwartz.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Ira M. Lieberman, 1866 Gulfstream Way, West Palm Beach, FL 33411

Judith M. Seiden, 17340 St. James Court, Boca Raton, FL 33496

ARTICLE VIII - CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is:

11251 Taft Street
Pembroke Pines, FL 33028.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is: Eric R. Schwartz,
Commercial Point, Suite 31, 3601 W. Commercial Blvd., Ft. Lauderdale, FL 33309.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of August, 2000.

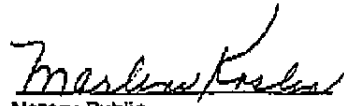

ERIC R. SCHWARTZ

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of August, 2000, by ERIC R. SCHWARTZ, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:


Notary Public



Marlene Keelen
MY COMMISSION # C058078 EXPIRES
August 20, 2001
BROWARD COUNTY, FLORIDA

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Oceanside Funding Corp. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named Eric R. Schwartz, located in Broward County, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ERIC R. SCHWARTZ

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