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NICOLE J. HUESMANN, P.A.
Attorney at Law

EFFECTIVE DATE
11-10-00

3001 S.W. 3rd Avenue
Miami, Florida 33129
Phone (305) 285-2000
Fax (305) 285-5555

November 13, 2000

VIA FEDERAL EXPRESS

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

FILED
NOV 15 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100003463751--1
-11/15/00-01028--002
*****78.75 *****78.75

RE: City Atlantic Finance Corporation

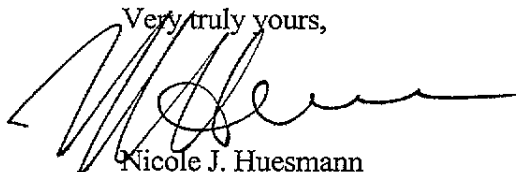
Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of City Atlantic Finance Corporation.

Also, enclosed is a check in the amount of \$78.75, which covers the fee for filing and a certified copy. Please return the certified copy of the Articles as soon as possible via regular mail.

Your early attention to this matter will be appreciated.

Very truly yours,



Nicole J. Huesmann

Enclosures

EFFECTIVE DATE
11-10-00

ARTICLES OF INCORPORATION
OF
CITY ATLANTIC FINANCE CORPORATION

FILED
00 NOV 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be:

CITY ATLANTIC FINANCE CORPORATION

The Corporation's address is:

15442 SW 115 Avenue

Miami, Florida 33196

ARTICLE II
DURATION

The corporation shall commence its existence on November 10, 2000, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is Anthony Shen, 15442 SW 115 Street, Miami, Florida 33196.

ARTICLE VI

INCORPORATORS

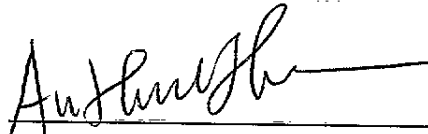
The names and addresses of the persons signing these Articles of Incorporation as Incorporators are: Anthony Shen, 15442 SW 115 Street, Miami, Florida 33196.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any Incorporator, Officer or Director, or any former Officer or Director, to the full extent permitted by law.

10th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of November, 2000.

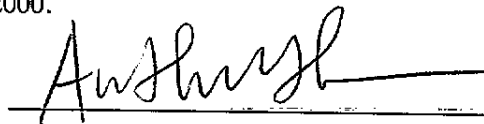


ANTHONY SHEN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 10th day of November, 2000.



ANTHONY SHEN

STATE OF FLORIDA :
 : SS.
COUNTY OF MIAMI-DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ANTHONY SHEN, known to me and known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of CITY ATLANTIC FINANCE CORPORATION, and he acknowledged before me that he executed same.

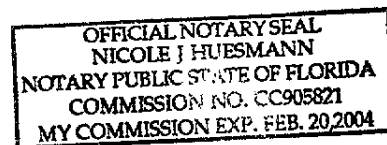
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 16th day of November, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

STATE OF FLORIDA :
 : SS.
COUNTY OF MIAMI-DADE :



BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ANTHONY SHEN, known to me and known to be the person who, as Registered Agent, executed the foregoing Articles of Incorporation of CITY ATLANTIC FINANCE CORPORATION, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 16th day of November, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

