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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

A.S.A.P. FUNDING GROUP INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

*Amended +
Restated*

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State

April 12, 2001

A.S.A.P. FUNDING GROUP INC.
215 S.W. 17TH AVENUE
#208
MIAMI, FL 33135**SUBJECT: A.S.A.P. FUNDING GROUP INC.**
REF: P01000003218

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator**FAX Aud. #: H01000037769**
Letter Number: 401A00021907

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AMENDED & RESTATED ARTICLES
OF

A.S.A.P. FUNDING GROUP INC.
(present name)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: The Articles of Incorporation shall be restated as follows;

ARTICLE I.

The name of the Corporation shall be:

A.S.A.P. FUNDING GROUP INC.

ARTICLE II.

The Corporation may engage in any activity of business permitted under the laws of the United States of Florida .

ARTICLE III.

The Corporation is authorized to issue one hundred (100) shares of \$ 10.00 par value Common Stock, which shall be designated " Common Shares ". Shares of Common Stock by the Officer. Stocks will have no value if not signed by such officer.

ARTICLE IV.

The amount of capital with which this corporation will begin business shall be not less than One Thousand (\$ 1,000.00) dollars.

ARTICLE V.

This corporation is to have perpetual existence .

ARTICLE VI.

The principal office of this corporation shall be:

215 S.W. 17TH AVE. SUITE 208
MIAMI FL. 33135
305-643-2087

Prepared by: Giovanni Castellanos/Vares Inc.
1688 SW 22nd Street Miami, FL 33145 305-285-8868

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ARTICLE VII.

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:

Bernardo Iglesias
9421 NW 30th CT
MIAMI FL. 33147
305-693-5029
President

ANGEL SEOANE
1860 W 72ND PLACE
HIALEAH, FL. 33014
305-271-2886
Vice-President./Secretary

EDWARD BOFILL
2901 NW 7th AVE
MIAMI FL. 33127
305-635-6889
Vice President./Treasurer

The Board of Directors will be able to utilize all powers granted to them by law in order to direct the Corporation as they see fit.

ARTICLE VIII.

*The names and post office addresses of each shareholder To The
Certificate of Incorporation are as follows:*

<i>SHAREHOLDERS</i>	<i>% OF SHARES</i>
BERNARDO IGLESIAS 9421 NW 30 th CT. MIAMI FL. 33147 305-693-5029	33.3%
ANGEL SEOANE 1860 W 72 nd PLACE MIAMI FL. 33014	33.3%
EDWARD BOFILL 2901 NW 7 th AVE MIAMI FL. 33127 305-635-6889	33.3%

ARTICLE IX.

The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-Laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

The Corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 01/22/01.

FOURTH: Adoption of Amendment(s) (check one)

XX The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

 The amendment(s) was/were adopted approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."

(voting group)

_____ The amendment(s) was/were adopted by the board of directors without
shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without
shareholder action and shareholder action was not required.

Signed this 22nd day of January, 2001

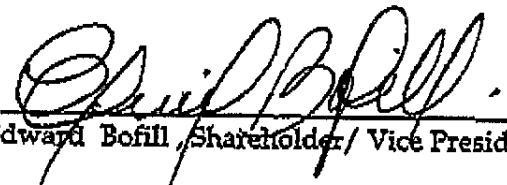
(By the Vice-President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



Edward Bofill, Shareholder/ Vice President/Treasurer

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CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That : A.S.A.P. FUNDING GROUP INC.
is qualified to do business under the laws of the State of Florida , with it's
REGISTERED OFFICE at:

215 SW 17th AVE. SUITE #208
MIAMI, FL. 33135
305-643-2087

and has appointed : BERNARDO IGLESIAS
as it's agent to accept services of process within the State.

ACKNOWLEDGEMENT

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


BERNARDO IGLESIAS, REGISTERED AGENT

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