

TRANSMITTAL LETTER

PO1000018382

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

EFFECTIVE DATE
02/14/01

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-02/19/01--01059--017
*****78.75 *****78.75

SUBJECT: MultiVest Funding, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

___ \$70.00 X \$78.75 ___ \$122.50 ___ \$131.25

FROM: James L. Soule

Name (printed or typed)

7515 W. Oakland Park Blvd., Suite 400
Address

Ft. Lauderdale, FL 33319
City, State & Zip

(954) 572-2121
Daytime Telephone Number

FILED
01 FEB 19 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

2

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

MultiVest Funding, INC.

Article I

The name of the corporation is: MultiVest Funding, INC.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgment of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and the operation of a marketing company.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7515 W. Oakland Park Blvd., Suite 100, Ft Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule.

Article VI

The names of the incorporator signing these articles is: Michael Rabin, 1440 Coral Ridge Drive #250, Coral Springs, Florida 33071.

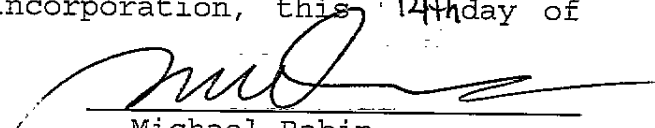
Article VII

The principle place of business and mailing address will be 1440 Coral Ridge Drive #250, Coral Springs, Florida 33071.

ARTICLE VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 14th day of February 2001.


Michael Rabin

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MultiVest Funding, Inc.
2. The name and address of the registered agent and office is:

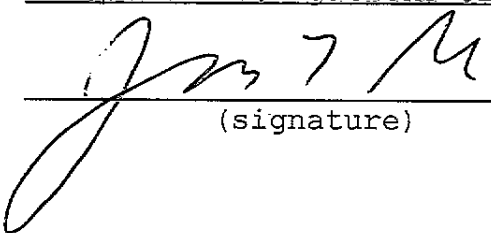
James L. Soule, Esquire
(name)

7515 W. Oakland Park Blvd., Suite 100
(P.O. Box not acceptable)

Ft. Lauderdale, FL 33319
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(signature)