

LAW OFFICES
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Please reply to Boca Raton Office

July 2, 2001
PO 100007764 1

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL

RE: Articles of Incorporation for Capital Funding, Inc.

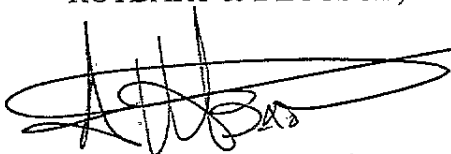
Dear Sir or Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, certified copy and certificate.

Should you have any questions, please call

Very truly yours,
ROT BART & DEUTSCH, P.A.

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****131.25 *****87.50



BY: Alexander B. Rotbart

ABR/cmj
Encl.

FILED
01 AUG -8 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 AUG 08 2001

BOCA RATON

FORT LAUDERDALE

001-15868.TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 11, 2001

ROTBART & DEUTSCH, P.A.
21845 POWERLINE RD, STE 201
BOCA RATON, FL 33433

SUBJECT: CAPITAL FUNDING, INC.
Ref. Number: W01000015868

We have received your document for CAPITAL FUNDING, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 501A00040820

ARTICLES OF INCORPORATION

OF

FUNDING RESOURCES, INC.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: FUNDING RESOURCES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (90) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at Five (\$5.00) Dollars per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V - PREFERENCES, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

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 VI - INITIAL REGISTERED
AGENT AND INITIAL REGISTERED OFFICE**

The Initial Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be Rotbart & Deutsch, P.A., 21845 Powerline Road, Suite 201, Boca Raton, FL 33433. The Board of Directors may, from time to time, move the Initial Registered Office to any other address in Florida.

**ARTICLE VII - PRINCIPAL PLACE
OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and, the mailing address of this Corporation shall be:

7040 W. Palmetto Park Road, Suite 4-631, Boca Raton, FL 33433. The Board of Directors may, from time to time, move the Principal Office and/or mailing address to any other address in Florida.

ARTICLE VIII - DIRECTORS

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

ARTICLE IX - INITIAL DIRECTORS AND OFFICERS

Director

Glenn T. Taylor
7040 W Palmetto Park Road
Suite 4-631
Boca Raton, FL 33433

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Glenn T. Taylor
7040 W Palmetto Park Road
Suite 4-631
Boca Raton, FL 33433

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

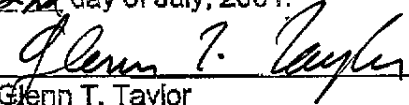
ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed the foregoing Articles of Incorporation on this 2nd day of July, 2001.


Glenn T. Taylor

CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

THAT FUNDING Resources, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Rotbart & Deutsch, P.A., located at 21845 Powerline Road, Suite 201, Boca Raton, Florida 33433, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Rotbart & Deutsch, P.A.

By: 

Alexander B. Rotbart
President

FILED
01 AUG -8 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA